MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 9

SPIDER-MAN
15¢
87
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MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
I--HAD TO TELL YOU! CAN'T KEEP IT A SECRET ANYMORE!
SPIDER-MAN'S CAREER IS OVER!
--I'M THE ONLY ONE WHO COULD KNOW THAT! BECAUSE--- I AM SPIDER-MAN!
IF YOU ONLY READ ONE MAG THIS MONTH--- IT MUST BE THIS ONE!
ROMITA
UNMASKED AT LAST!

THE AMAZING SPIDER-MAN® Nos. 78-87

STAN LEE & JOHN ROMITA

MARVEL

MARVEL MASTERWORKS

PRESENTS

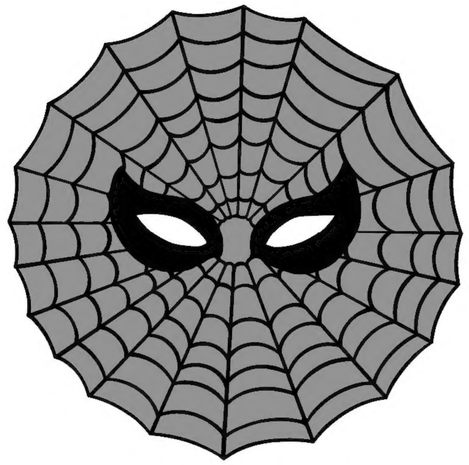
the AMAZING SPIDER-MAN

VOLUME 9

COLLECTING

THE AMAZING SPIDER-MAN Nos. 78-87

STAN LEE • JOHN ROMITA



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MARVEL MASTERWORKS
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THE
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Nos. 78-87

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INTRODUCTION
BY JOHN ROMITA

Writing a foreword to this *Masterworks* collection gives me an opportunity to reveal to all you readers, old and new, what went on behind closed doors while we were producing them.

Stan Lee and I plotted the ten adventures you're about to enjoy. Time was never on our side, keeping us from working out every detail we would have hoped for. But, after reading them again, I'm amazed at how well planned they seem to be.

This is attributable to Stan Lee and his uncanny skill, not to mention his ability to judge the needs and tastes of readers. He was able to weave all the elements that we, the pencil guys, threw at him helter-skelter, and make it appear to be the seamless storytelling we have all come to know. This behind-the-scenes magic he performed has been the hallmark and standard that has propelled Marvel characters and stories since the Sixties.

The talent contributing to this volume was a group of brilliant artists collaborating flawlessly.

The power and subtle genius of John Buscema can be seen in the five issues he penciled, and while he was pinch-hitting for me, I had the task of transmitting to him, by phone, the plots Stan and I had worked out. It is probably well known by now that Buscema did not like penciling *The Amazing Spider-Man* because of the wide array of characters and city scenes that make the series what it is. And I always must point out that, despite his aversion, he turned in beautifully drawn, sensitive characters as well as dramatic and dynamic action. The Marvel artists (he said modestly) always brought something extra to the mix, giving the tales an added dimension, and Big John did it as well as any of us.

Speaking of dimension, Jim Mooney was a vital element in this span of stories. His powerful blacks brought mood and depth to these books that you can see for yourself. For decades, Jim had penciled and inked countless major characters in a wide variety of genres for all the top comics publishers, and we lucked out having him with us so often. Jim Mooney is in a class by himself, as you can see in this collection.

Mike Esposito, a longtime partner with me on dozens of Spider-Man projects and a veteran of many years teamed with the great Ross Andru, both of whom were recently inducted into the Eisner Hall of Fame, brought his talent and experience to issue #83's "The Schemer!"

Let me add that Sam Rosen, a master letterer whose brilliance was often overlooked, brought a clear, unobtrusive quality to these pages.

To get to the core of why these stories were successful and memorable, I refer to the introduction of some vital, interesting characters you will encounter in the pages to follow.

When the Marvel artists were asked to design a character, often from just a name Stan Lee would jot down on a note or in a plot, we'd come up with a costume and a "distinctive look" which worked as a surface image he could accept and build on. Many an impressive, exciting-looking character down through the decades has failed to click with the readers and has faded from memory, let alone become longtime favorites with enduring appeal.

Stan Lee has imbued a multitude of "images" with a personality and depth which makes them easy to identify with and unforgettable to generations of readers. I'll let you judge as you see them introduced.

First, we have the Prowler, a.k.a. Hobie Brown. To give you a quick background, the costume was one I designed for the TV Terror, a villain for a never-produced *Spectacular Spider-Man* #3. It was left in my files for a while until a 13-year-old John Romita, Jr. sent in a character design named "the Prowler" (see the splash page credits, lower-left in issue #78). I took the sketch to Stan, an imposition only a proud dad would make, and to my surprise Stan said he liked the name (the costume was too sci-fi to fit) so we put the name together with the costume from my files. That's Marvel serendipity for you.

But, that's not how this character became memorable. A window washer named Hobie Brown, daydreaming himself into a costumed hero (like so many readers might have wished)—that was Stan's twist, and we added little things from there to make the character stay in a reader's mind.

Three issues follow with two old and one new Spider-Man villain. In response to readers' pleas, we managed to do complete-in-one-issue stories, which we did not often do. The Chameleon and Electro, popular longtime foes, and the Kangaroo helped us through. We made those readers happy, but I think we were more at ease with building storylines over more than one issue.

Then we took off with a three-issue adventure, which was one of my favorite sequences and the readers seemed to like it as well. It worked because of the characters.

When we introduced the Kingpin's wife I took the opportunity to pay tribute to the Dragon Lady of *Terry and the Pirates* by Milton Caniff, who, from my early teens, was implanted in my mind forever. Vanessa Fisk became the perfect counterpoint to the Kingpin and led to the wonderful family drama which unfolds in these issues.

Then there's the Schemer. He could have easily been just another mad villain, but not with Stan Lee. I often wondered how many readers had guessed who the Schemer was? Will any of you new readers guess?

Cory Sedlmeier, *Masterworks* editor, wonders if all these crazy costumes are merely "set dressing" for stories about regular people and their families? I refer you to Shakespeare.

I loved doing that cover to issue #84 because I got so much more dynamic movement in it than usual.

The Black Widow's costume was brought about in an odd way. I had been asking Stan about doing a Miss Fury story, perhaps leading to her own title, but he wasn't sure. Tarpe Mills' heroine was another childhood favorite of mine and Stan had published some comics with Miss Fury in the pre-Marvel days. He didn't want to, but he did like the costume, so we put it on the Black Widow without the mask. That's probably why Natasha didn't get her new duds in *Iron Man* or *The Avengers*, her usual haunts, giving me the pleasure of doing it.

The last tale in this volume deals with the unmasking of Spider-Man and a pivotal moment for Gwen Stacy and her dad. I also enjoyed seeing that "Pocahontas" Indian-maiden costume on Gwen again. She was a Ditko character from their early college days and was cold to poor Peter back then. I may have had a hand in her gradual change to a warmer, more appealing adult since I tend to draw pleasant people as my main characters. We Marvel artists did affect how Stan Lee had his characters act (modest me again) at times. As if to support my theory of storytelling, you'll find that this last issue comes full circle and will tie up very neatly when the Prowler reappears to help Peter Parker out of a serious dilemma.

Finally, I fondly recall the reactions of young readers to our ongoing saga of Spider-Man from mail suggestions and had many personal instances with fans at conventions. Happily, most were positive in those days. Some of the input came from my sons Victor and his younger brother, John, whose young teen friends used to come to our home to ask if I knew where they could find Marvel comics on sale (this was before comics shops and the direct market), as well as try to get a glimpse of me at work. John Jr. asked me why we never gave Peter Parker any breaks and let him have some fun. I took this as a compliment to our characters being so true that they were thought of as real people.

You will find that these stories are prime examples of that illusion we maintain to the present time, which you can enjoy again and again. I say this proudly (if immodestly).

JOHN ROMITA

2007

SPIDER-MAN

15¢ CC

78 NOV

the AMAZING SPIDER-MAN

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TM

THE NIGHT OF THE PROWLER!

TM

MARVEL COMICS GROUP

ROMITA

THE AMAZING SPIDER-MAN!™

THE NIGHT OF The PROWLER!

THE CITY IS QUIET TONIGHT! ALMOST TOO QUIET!
LIKE THE LULL BEFORE THE STORM!
BY STAN LEE, AUTHOR. JOHN BUSCEMA, INNOVATOR. JIM MOONEY, ILLUSTRATOR. SAM ROSEN, LETTERER.
THANKS TO JOHN ROMITA, JR. FOR SUGGESTING THE PROWLER!
FEATURING! THE ORIGIN OF A DRAMATIC NEW SUPER-VILLAIN!

BUT ANYWAY, THE CASE OF THE PETRIFIED **TABLET** IS ENDED...AND THE **LIZARD** WON'T BE CAUSING ANY MORE TROUBLE FOR A WHILE!*

*AND, IF YOU READ ISSUES #75-77, YOU KNOW AS MUCH ABOUT IT AS **WE** DO!
--- STAN.

SO WHY AM I HERE **LOOKING** FOR TROUBLE?

SPIDER-MAN'S HAD ENOUGH NON-STOP **ACTION** TO LAST ME FOR **MONTHS!**

SO IT'S TIME I FORGOT ABOUT THE LITTLE OL' **WEB-SWINGER** FOR A WHILE...

...AND PAID SOME ATTENTION TO THE PRIVATE LIFE OF **PETER PARKER**..

...WHO HAPPENS TO BE MY **FAVORITE** CIVILIAN!

NOW YOU'RE GETTING **WITH** IT, MAN!

WHY STICK TO **WALL-CRAWLING** WHEN THERE'S A CERTAIN LITTLE **BLONDE** I CAN'T GET OFF MY MIND?

TELEPHONE

I'VE A LOT OF *MAKIN' UP* TO DO WITH GORGEOUS *GWEN*, AND THIS IS AS GOOD A TIME AS---*UH OH!*

TELEPHONE

CAN'T USE THE PHONE WITHOUT A *DIME!*

HEY! HOW ABOUT *THAT*... DOWN UNDER THIS GRATING..!

I'LL NEVER KNOCK MY *SPIDER POWERS* AGAIN!

THEY SURE COME IN *HANDY* SOMETIMES!

UNITED STATES OF AMERICA

ONE DIME

THE *BULB'S* BURNED OUT! I'LL HAVE TO DIAL THE NUMBER BY *FEEL!*

I HOPE GWENDY'S *HOME*, BECAUSE...

HEY! WHO'S THAT POUNDING ON THE *DOOR?*

THUMP! THUMP!

GIT *OUTTA* THERE, PUNK...'N LET A *MAN* USE THAT BLASTED PHONE!

C'MON...MOVE YER BUTT, MISTER... BEFORE I GIT *IN* THERE 'N MOVE IT *FOR* YA!

A MUSCLE-BOUND *LOUDMOUTH*, WHO CAN'T *RECOGNIZE* ME IN THE SHADOWS!

OKAY, PUNK! DON'T SAY I DIDN'T *WARN* YA!

DON'T *SHOUT*, SWEETIE! YOU'LL STRAIN YOUR *LARYNX!*

I'M---BEIN' *LIFTED*--- WITH JUST *ONE HAND!!*

AND... HE AIN'T EVEN--- *STRAIN-ING!!*

I DUNNO WHO THAT *WAS*---

BUT I AIN'T STAYIN' AROUND TO FIND *OUT!*

I'M JUST A GUY WHO DOESN'T LIKE BEING *INTERRUPTED* WHEN I'M CALLING MY *GIRL!*

...'SPECIALLY BY SOME CREEP WITH NO *COUTH!*

GREAT! GWENDY'S *HOME!*

BETTER LIFT MY *MASK* SO MY VOICE WON'T SOUND *MUFFLED!*

HI, PRETTY GIRL! GUESS WHO?

WELL, SINCE *DUSTIN HOFFMAN* DOESN'T KNOW MY NUMBER---

---IT MUST BE *PETER PARKER!*

WHAT? YOU WANT TO DROP *BY* IN A FEW MINUTES? OH, I'M *SORRY,* PETER!

I'M AFRAID I JUST *CAN'T* SEE YOU TONIGHT! I'VE... GOT SOMETHING...TO *ATTEND* TO!

SO HE FINALLY DECIDED TO *CALL,* HUH?

WELL, I GUESS I CAN'T EXPECT A DOLL LIKE *GWEN* TO BE AVAILABLE ON A MINUTE'S *NOTICE!*

MAYBE SHE'S GOING OUT TO DINNER WITH HER *DAD*, OR SOMETHING!

THOUGH I WOULDN'T HAVE EXPECTED HER TO SOUND SO *SECRETIVE!*

NUTS! WHAT'S *WITH* ME, ANYWAY?

I'VE BEEN AROUND *SUPER-VILLAINS* SO LONG THAT I DON'T TRUST *ANY-BODY* ANY MORE!

A GAL LIKE *GWEN* WOULD NEVER PUT HER FELLA *DOWN!*

TELE

LOOK! IT'S *SPIDER-MAN!*

GOSH! I ALWAYS THOUGHT HE WAS A *GIANT!*

UNLESS ...SHE DIDN'T *THINK* OF HIM AS HER FELLA!

IF YOU'RE *REALLY* SPIDER-MAN... COULD I PLEASE HAVE YOUR *AUTO-GRAPH?*

OH *BROTHER!* THIS IS ALL I *NEED!*

WAIT'LL I TELL THE WIFE ABOUT *THIS!*

I THINK I LIKED IT BETTER WHEN THEY WERE *SCARED* OF ME!

ALL OF A SUDDEN I'M AS *IN* AS TINY TIM!

I MIGHT AS WELL GO HOME AND GET SOME **SHUT-EYE!**

WHICH IS A **HECKUVA** WAY FOR A SWINGIN' **SUPER-HERO** TO SPEND AN EVENING IN A FATEFUL, FOG-SHROUDED **CITY** FILLED WITH MYSTERY AND DRAMA!

BOY, I'D **BETTER** GET SOME REST! I'M BEGIN-ING TO SOUND LIKE A GRADE-B... **UH OH!**

CAN'T GO **IN** YET! NOT TILL **HARRY** HITS THE HAY!

AND IF THAT'S **MARY JANE** HE'S TALKING TO ---I COULD BE HERE ALL **NIGHT!**

FROM THAT **SMILE** ON HIS FACE ---IT **MUST** BE M.J.!

JUST MY **LUCK** TO HAVE A LOVESICK ROOMIE!

ONLY TO **ME** THIS COULD HAPPEN!

FINALLY...TWENTY MINUTES LATER...

ANOTHER FEW MINUTES AND I'D HAVE BUILT MYSELF A **NEST** OUT THERE!

WOULDN'T IT BE SOMETHING IF IT WAS **GWEN** HE WAS TALKING TO... AND **NOT** MARY JANE?

AWW, WHAT'S THE **MATTER** WITH ME? I'M BEGIN-NING TO ACT LIKE A JEALOUS **SCHOOLBOY!**

AND WHAT'S WORSE, I **FEEL** LIKE ONE!

IT'S STILL *EARLY!* MAYBE I'D BETTER BONE UP ON MY *PHYSICS* BEFORE I TURN IN!

JUST *ONCE* I'D LIKE TO BE PREPARED FOR WHAT WE'RE GONNA *TALK* ABOUT IN CLASS!

BUT, AS THE MINUTES CRAWL BY...

IT'S NO USE! I CAN'T GET *GWENDY* OUT OF MY MIND!

MAYBE IF I WALK PAST HER *HOUSE,* I'LL RUN INTO HER!

OR, I CAN ALWAYS RING THE BELL AND SAY I CAME TO TALK TO *CAPTAIN STACY!*

I *KNOW* IT'S A BONEHEAD IDEA---

BUT IT'S BETTER THAN JUST SITTING AROUND MY ROOM *WONDERING!*

WHEN I WAS FIGHTING FOR MY LIFE AGAINST THE *LIZARD,* I DIDN'T HAVE MUCH CHANCE TO *THINK* OF HER...

BUT *NOW,* I SUDDENLY REALIZE HOW MUCH I REALLY *MISS* THE GIRL!

MAYBE SHE STOPPED IN AT THE *COFFEE POT* FOR A CUP OF JAVA!

NAH... NOT MUCH CHANCE OF THAT! SHE ALWAYS *SAID* IT DIDN'T MEAN A THING UNLESS WE WERE *TO-GETHER!*

HEY! WAIT A MINUTE!

WHO'S THAT?

PROMISE THAT YOU'LL BE *HONEST* WITH ME, FLASH!

YOU *KNOW* I WILL, GWEN!

IT ISN'T *POSSIBLE!* IT JUST *ISN'T!*

I GUESS I'VE KNOWN PETE ABOUT AS *LONG* AS ANYONE ELSE AROUND HERE!

I *KNOW* YOU HAVE! THAT'S WHY *YOU'RE* THE ONE I TURNED TO!

I THOUGHT *YOU* MIGHT KNOW SOME-THING *ABOUT* HIM... SOMETHING FROM THE *PAST* PERHAPS... THAT MIGHT EXPLAIN HIS MYSTERIOUS *DISAPPEAR-ANCES!*

HE WAS THE SAME WAY *YEARS* AGO, GWEN! WHENEVER SOMETHING *EXCITING* HAPPENED, HE'D *CUT OUT!*

MOST OF THE GANG JUST THOUGHT HE WAS *CHICKEN*, AND LET IT GO AT THAT!

BUT HE *ISN'T!* HE'S AS COURAGEOUS AS *ANYONE*...I *KNOW* HE IS!

THERE MUST BE *ANOTHER* REASON! I'VE *GOT* TO LEARN THE *SECRET* THAT HE'S HIDING!

HE... MEANS SO *MUCH* TO ME! IF HE'S IN *TROUBLE*...I HAVE TO *HELP* HIM!

BUT, OUR HERO, ALAS, HEARS *NOTHING* OF WHAT IS SAID! HE ONLY KNOWS...WHAT HIS ANGUISHED EYES HAVE *SEEN*...!

GWEN...AND *FLASH THOMPSON!* SO *THAT'S* HOW IT IS!

I WOULDN'T HAVE *BELIEVED* IT OF HER...IN A MILLION YEARS!

I THOUGHT ...THAT SHE AND I...!

HEY! WATCH WHERE YER *WALKIN'* THERE, RUNT!

THE LITTLE FELLA AIN'T *ANSWERIN'*, YA, BIG JOE!

MEBBE THE LITTLE FELLA'S GOT HIS EARS STUFFED WITH *COTTON*, HUH?

BUT *WE* KNOW HOW TO *UNSTUFF* A LITTLE FELLA'S EARS, *DON'T* WE, BIG JOE?

YOU CAN SAY THAT *AGAIN*, PAL!

HEY, LITTLE FELLA ...HOW'S ABOUT TURNIN' *AROUND* NOW...NICE 'N EASY..!

WELL LOOKY *HERE*, BIG JOE! HE *HEARD* YA!

I THINK WE WOKE THE LITTLE FELLA *UP!*

ZTOK!

UP AGAINST THE *WALL*, YOU CREEPS!

OH *NO!* I *FORGOT* MYSELF!

I BRUSHED THEM ASIDE WITHOUT EVEN *THINKING!*

THEY'LL BE *OKAY*... BUT IF I HAD SWUNG *HARDER*, NO TELLING *WHAT* MIGHT HAVE HAPPENED!

ANYWAY, I'D BETTER *TAKE OFF* BEFORE SOMEONE PUTS TWO AND TWO TOGETHER AND GUESSES MY *SECRET!*

HEARTSICK AND DEJECTED, THE WEARY YOUTH WALKS AIMLESSLY THRU THE NIGHT UNTIL...

...THE FOLLOWING MORNING...

WHAT A *NIGHT!* I DIDN'T STUDY... DIDN'T EVEN *SLEEP*... AND LOST THE GIRL I *LOVE!*

I'LL BET EVEN THAT *WINDOW CLEANER* HASN'T HALF THE WORRIES *I* DO!

WONDER IF HE KNOWS HOW *LUCKY* HE IS?

BUT, STRANGELY ENOUGH, AS PETER WALKS BY, NURSING HIS OWN SOLEMN THOUGHTS---THE WINDOW CLEANER *TOO* HAS *SIMILAR* THOUGHTS---

WHY CAN'T I *MAKE* IT LIKE ALL THOSE *OTHER* JOES DOWN THERE?

HOW COME NOTHING I DO EVER WORKS OUT *RIGHT* FOR HOBIE BROWN?

OKAY, SO I'M *STUCK* CLEANING THESE CRUMMY WINDOWS---BUT *THIS* AIN'T GONNA LAST FOREVER!

OR MAYBE YOU'RE *KIDDIN'* YOURSELF, HOBIE BOY! MAYBE THIS IS THE *BEST* YOU CAN DO!

HOW'S A GUY EVER GONNA *AMOUNT* TO ANYTHING--- EVER GONNA *BE* SOMEBODY---IF NOBODY'LL GIVE HIM A *CHANCE?* ---IF NOBODY'LL *BELIEVE* IN HIM?

I CAN *TAKE* IT FROM THE *REST* OF THE PACK---

BUT THEN---WHEN *MINDY* STARTED TO PUT ME DOWN---

YOU'VE GOT TO SNAP *OUT* OF IT, HOBIE! STOP FEELING SO *SORRY* FOR YOURSELF!

I *KNOW* HOW CLEVER YOU ARE---HOW GREAT YOU ARE AT *INVENTING* THINGS!

BUT, YOU'RE STILL *YOUNG!* IT TAKES *TIME* TO BE DISCOVERED---*TIME* TO REACH THE GOAL YOU'RE TRYING FOR?

DON'T TREAT ME LIKE A *KID*, MINDY! WE BOTH KNOW---I'M JUST *NEVER* GONNA MAKE IT!

OKAY, SO YOU'RE JUST A NOWHERE ***WINDOW CLEANER!*** WHAT'S TO STOP YOU FROM GIVING ***THAT*** ALL YOU'VE GOT?

WHY NOT BRING SOME OF YOUR NEW IDEAS TO THE MAN YOU ***WORK*** FOR? WHAT HAVE YOU GOT TO ***LOSE?***

YOU DON'T ***KNOW*** HIM, MINDY! HE ONLY ***HIRED*** ME TO FILL OUT A ***QUOTA!***

THEN...THERE'S NOTHING MORE FOR US TO ***SAY!*** YOU HAVE... AN EXCUSE FOR ***EVERYTHING!***

IF YOU ***ACT*** LIKE A BORN LOSER... YOU'LL ***BE*** A LOSER! AND...THAT'S NOT WHAT I ***WANT,*** HOBIE!

MINDY... WAIT! COME ***BACK*** HERE, HONEY!

BACK? TO ***WHAT?*** I'M ***TIRED*** OF BEING YOUR ***CRYING TOWEL!***

"I FIGURED MAYBE SHE WAS ***RIGHT!*** I DECIDED TO PLAY IT ***HER*** WAY! SO, THE NEXT DAY..."

HEY! WHY AREN'T YOU OUT WITH THE ***REST*** OF THE CREW, BROWN?

I GOT SOMETHING TO ***SHOW*** YOU, MR. CLARK! IT WON'T TAKE LONG!

DIAGRAMS! WHAT ARE ***THEY*** FOR?

THEY'RE ***SAFETY DEVICES*** I'VE BEEN WORKING ON!

SEE? NEW TYPES OF BELT HARNESSES ... AND TOGGLE HOOKS!

USE YOUR ***HEAD,*** KID! YA KNOW WHAT IT WOULD ***COST*** ME TO SCRAP ALL OUR OLD EQUIPMENT?

NOW GET BACK TO YOUR ***WINDOWS,*** HEAR? THAT'S WHAT I'M ***PAYIN'*** YOU FOR!

BUT, YOU DIDN'T EVEN *LOOK* AT THESE THINGS! THEY CAN HELP THE GUYS TO WORK *FASTER*... *SAFER*..!

YEAH, YEAH ... I'M ALL *SHOOK UP!* NOW GET BACK TO WORK BEFORE I *DOCK* YA!

BUT I'M NOT GONNA *TAKE* IT MUCH LONGER!

THERE'S GOTTA BE *SOME* WAY TO CRACK THE ESTABLISHMENT! ...*SOME* WAY TO REALLY DO MY THING!

AND HOBIE BROWN'S GONNA *FIND* IT!

WHAT'S THAT GUY *INSIDE* TRYING TO TELL ME?

S'MATTER, MAN? DID I MISS A GREAT BIG *FLY-SPECK* OR SOMETHING?

DON'T GET FLIP WITH *ME*, KID!

I CAN CHEW UP A *DOZEN* SMART-MOUTHS LIKE YOU BEFORE *BREAKFAST!*

I JUST WANTED TO *TELL* YOU TO STOP *DAY-DREAMING* AND GET *WITH* IT!

THE GUY YOU *WORK* FOR IS OUTSIDE, CHECKING UP ON HIS CREW...

OH, HE *DID*, DID HE? WELL, YOU CAN TELL HIM FOR *ME*...

AND HE WANTED TO KNOW WHY YOU SPENT A *HALF-HOUR* ON THAT ONE LITTLE WINDOW!

SIMMER DOWN, SON! I GOT A *NEWS-PAPER* TO WORRY ABOUT!

YOU CAN DO YOUR *OWN* TELLING! I JUST WANTED TO TIP YOU OFF, THAT'S ALL!

SO! THAT'S THE WAY YOU GET YOUR WORK DONE, HUH BROWN?

WASTIN' TIME HERE IN MR. JAMESON'S *OFFICE*... TALKIN' UP A BLUE STREAK! YOU TRYIN' TO SELL *HIM* SOME OF YOUR INVENTIONS ...ON *MY* TIME?

HE'S NOT SELLING ME *ANYTHING!* I CALLED HIM IN TO COMPLAIN ABOUT THE *PRICES*, YOU CHARGE!

I WANTED HIM TO *TELL* YOU I'M *SICK* OF PAYING THRU THE NOSE TO GET MY WINDOWS CLEANED!

YOU MEAN... IT WAS *YOU* THAT SLOWED HIM UP AROUND HERE?

YOU BETTER *BELIEVE* IT, CURLY! I STILL *RUN*, THIS PLACE!

YOU DON'T HAVETA TRY TO GO TO BAT FOR ME, MISTER!

HE CAN TAKE HIS CRUMMY JOB AND... WELL, HE KNOWS WHAT HE CAN DO WITH IT! I JUST QUIT!

THAT'S OKAY WITH ME, BROWN! I'VE HAD IT WITH YOUR TYPE!

WADDAYA MEAN, MY TYPE?

CLARK! SHUT YOUR BIG YAP OR I'LL DO IT FOR YA!

WH-WHAT ARE YOU SIDING WITH HIM FOR, MR. JAMESON?

IF YOU DON'T KNOW ...YOU NEVER WILL!

NOW TAKE OFF, CLARK! ALL OF A SUDDEN, I DON'T LIKE THE SMELL AROUND HERE!

SLAM!

WELL, THAT SINKS IT! I'M OUT OF A JOB... MY CHICK WALKED OUT ON ME...AND I'M HEADING STRAIGHT FOR NOWHERE!

YEAH! IT'S A REAL GREAT LIFE, HOBIE BABY!

LUCKY MY RENT'S PAID UP FOR THE REST OF THE MONTH...'CAUSE THE BREAD'S ALL RUN OUT!

I'VE BEEN SPENDING EVERY CENT I MADE ON MY WORKSHOP EQUIPMENT!

AND A FAT LOT OF GOOD IT'S DONE ME!

BUT MAYBE I'VE BEEN GOIN' ABOUT IT IN THE WRONG WAY!

MAYBE YOU CAN'T SELL ANYTHING UNTIL YOU SELL YOURSELF!

NOBODY CARES WHAT HOBIE BROWN INVENTED... 'CAUSE NOBODY CARES ABOUT HOBIE BROWN!

BUT I DON'T HAVE TO REMAIN HOBIE BROWN!

I CAN DO WHAT LOTS OF OTHER CATS DO...!

I'LL MAKE MYSELF A **COSTUME** ...GIVE MYSELF A **NAME** THAT NOBODY CAN FORGET!

...AND USE SOME OF THE THINGS I **INVENTED** TO MAKE IT LOOK LIKE I'VE GOT **SUPER POWERS!**

IT CAN BE **DONE**... AND I'M THE GUY TO **DO** IT!

I RIGGED UP THIS **BRACELET** GIZMO TO SHOOT SPECIAL **CLEANING FLUIDS** AT THE WINDOW GLASS...

BUT THE PELLETS CAN BE JUST AS EASILY FILLED WITH **GAS** AND **OTHER** STUFF!

AND THESE **STEEL-TIPPED GLOVES** WHICH I DESIGNED TO GIVE US A BETTER **GRIP** ON THE SIDE OF SHEER WALLS...

THEY'LL BE **PERFECT** FOR MY PLAN!

BUT **WAIT** A MINUTE! JUST BEING A NUTTY **SUPERHERO** ISN'T THE WHOLE ANSWER!

I'LL NEED **PUBLICITY**... NEED PEOPLE TO **TALK** ABOUT ME!

AND I WANT IT **FAST**... LIKE **NOW!**

BEING A SUPERHERO CAN BE TOO **SLOW**---IT CAN TAKE **TOO LONG!**

IT MAY BE **DAYS**... **WEEKS**... BEFORE I FIND SOME **CROOK** TO TACKLE!

BUT A SUPER **VILLAIN** CAN GO INTO ACTION **RIGHT AWAY!**

SO WHICH'LL I **BE?**

HECK--IT AINT EVEN A **CONTEST!**

AND SO, A STRANGELY-DRAMATIC, NEW COSTUMED CHARACTER IS BORN...

A MASKED, MYSTERIOUS BEING, DESTINED TO BE KNOW FAR AND WIDE AS...

THE PROWLER!

NOW TO TEST THE *POWERS* WHICH ARE MINE TO USE..!

SHOOSH!

FIRST, A SINGLE *PELLET*... PROPELLED BY A BLAST OF HIGHLY COMPRESSED *AIR!*

...STRONG ENOUGH TO SHATTER A *THREE-INCH PLANK* LIKE IT WAS *NOTHING!*

NEXT, MY SPECIAL INSULATED *BOOTS!*

I MADE THEM AS A *SAFETY FEATURE* FOR WORKING OUTSIDE OF *BUILDINGS*...

BUT, SINCE NOBODY *CARED* ABOUT THAT...

I'LL PUT 'EM TO USE IN MY *OWN* WAY!

I'M GONNA HAVE TO MOVE *FAST*... AND THE GREATER *HEIGHTS* I CAN LEAP FROM---THE *BETTER!*

SO FAR, SO *GOOD!* EVERY-THING CHECKS *OUT!*

NOW, ALL I HAVE TO DO IS LET THE *PROWLER* BE SEEN ---COMMITTING SOME KIND OF *CRIME*...

AND THEN, LATER ..*HOBIE BROWN* WILL RECOVER THE LOOT--- *RETURN* IT--- AND BE A *HERO!*

MY PLAN CAN'T *FAIL!*

THOP!

BUT, AS SOMEONE MAY HAVE SAID *BEFORE* US... THE BEST-LAID PLANS OF MICE AND MEN HAVE A WAY OF BEING *MOUSE-TRAPPED!* ERGO...

I'VE GOT TO SEND *AUNT MAY* SOME MONEY---AND THAT'S *ONE* THING I JUST DON'T *GOT* RIGHT NOW!

MAYBE I CAN HIT OL' *JAMESON* FOR AN ADVANCE ON MY NEXT BATCH OF *ACTION PHOTOS!*

THE EARLY EDITION HAS BEEN PUT TO *BED* BY NOW... AND MOST OF THE STAFF IS *GONE!*

SO THERE WON'T BE *TOO* MANY PEOPLE AROUND TO HEAR HIM RANT AND RAVE!

OH, *HI,* MR. ROBERTSON! IS *JOLLY JONAH* IN HIS OFFICE?

HE SURE *IS,* PARKER! HE NEVER LEAVES TILL HE'S CHECKED THE FINAL GALLEYS!

BUT HE'S IN HIS *USUAL* RAMPAGING MOOD!

ANYTHING *I* CAN DO FOR YOU?

'FRAID *NOT,* MR. R!

I'M KINDA LOW ON *FUNDS,* AND I THOUGHT I'D APPEAL TO HIS WORLD-FAMOUS, *GENEROUS, SOFT-HEARTED NATURE!*

IT'LL BE LIKE PLEADING WITH A HUNK OF *GRANITE*... BUT YOU'RE WELCOME TO *TRY!*

I'VE TANGLED WITH HIM *BEFORE!* PERSONALLY, I'D PREFER THE *GRANITE!*

AND, IN CASE YOU'VE BEEN WONDERING WHAT WE'RE LEADING *UP* TO--- *REGARDEZ!*

MY *BEST* BET IS TO PULL A ROBBERY RIGHT INSIDE A *NEWSPAPER* OFFICE!

IF I'M LOOKING FOR *PUBLICITY,* I MIGHT AS WELL GO TO THE *SOURCE!*

MY *BOOTS* ...AND *CLAW GLOVES* ARE WORKING EVEN *BETTER* THAN I PLANNED!

IT'S BEGINNING TO LOOK LIKE THE PROWLER CAN'T *MISS!*

MEANWHILE, WITHIN THE SANCTUM SANCTORUM OF THE ESTIMABLE JJJ...

NO! NO! NO! NOT A CHANCE! ABSOLUTELY NEGATIVE! NOT ON YOUR LIFE! FORGET IT! THE ANSWER IS DEFINITELY POSITIVELY NO!

I THINK YOU'RE TRYING TO TELL ME SOMETHING!

WHEN'S THE LAST TIME YOU BROUGHT ME ANY GOOD CRIME PIX, EH?

WHEN'S THE LAST TIME YOU BROUGHT ME AN EXCLUSIVE SHOT OF THAT LOW-DOWN ROTTEN WALL-CRAWLER??

AM I SUPPOSED TO PAY FOR IT WHENEVER YOU TAKE A VACATION?

VACATION? WHAT VACATION?

WHEN YOU'RE NOT BRINGING ME FRONT-PAGE PICTURES, YOU'RE ON VACATION AS FAR AS I'M CONCERNED, KIDDO!

SO IF YOU NEED ANY DOUGH... GO TO A BANK!

I'M THRU BEING EVERYBODY'S FALL GUY!

FALL GUY? YOU? YOU'VE STILL GOT THE FIRST NICKEL YOU EVER CHISELED!

OKAY, KEEP YOUR MONEY! I'LL GET IT ELSEWHERE!

GOOD! GOOD! THAT'S WHAT I'VE BEEN TELLING YOU TO DO!

CAN'T ANYONE EVER LEAVE WITHOUT SLAMMING THAT BLASTED DOOR?

BLAM!

I WOULDN'T BRING THAT HARD-HEARTED HEEL ANOTHER PICTURE IF--- HEY!

SOMETHING'S WRONG! MY SPIDER-SENSE... TINGLING LIKE MAD!

BUT WHAT CAN IT BE? WHERE IS IT COMING FROM?

NOTHING IN THE *ELEVATOR*... SO IT MUST BE RIGHT *HERE*... ON THIS *FLOOR!*

WAIT! THERE... AROUND THE CORNER... THE SOUNDS OF A *SCUFFLE!*

BETTER NOT STOP TO CHANGE INTO MY *SPIDEY* THREADS!

EVERY MINUTE MAY *COUNT!*

HOLY SMOKE! WHO'S *THAT*... WITH THE *PAYROLL BAG?*

BEAT IT, KID! DON'T STICK YOUR NOSE WHERE IT DOESN'T *BELONG!*

THE *WATCH-MAN!* HE'S BEEN *HURT!*

IT WAS HIS OWN *FAULT!* I DIDN'T WANNA *DO* IT!

BUT *NOW*... SINCE YOU'RE SO ANXIOUS TO BE A *HERO*...

I'LL HAVE TO GIVE *YOU* THE SAME TREAT-MENT I GAVE *HIM!*

HEY! WHAT'S GOING *ON* HERE?!

JAMESON! I CAN'T LET HIM SEE ME HOLDING MY *OWN* AGAINST THIS GUY WITHOUT AROUSING HIS *SUSPICIONS!*

SO WHAT DO I DO *NOW?!!*

NEXT **NO TURNING BACK!**

SPIDER-MAN

15¢ CC

79 DEC

MARVEL™ COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

TO PROWL NO MORE!

THE AMAZING SPIDER-MAN!™

TO PROWL NO MORE!

SMILIN' STAN LEE, AUTHOR • BIG JOHN BUSCEMA, INNOVATOR
JIM (MADMAN) MOONEY, ILLUSTRATOR • SAM (SLEEPY) ROSEN, LETTERER

THIS TALE WAS ORIGINALLY PLANNED AS A ***3-PART EPIC***... BUT SINCE WE PROMISED TO ELIMINATE OUR CONTINUED STORIES, WE'VE LABORED HEROICALLY TO ***CONCLUDE*** IT IN THIS ISSUE! (JUST THOUGHT YOU'D LIKE TO KNOW!)

SOMEONE IN A ***COSTUME***... ROBBING ***JONAH JAMESON*** IN HIS OFFICE!

BUT I CAN'T ***FIGHT*** HIM AS ***PETER PARKER!***

I'LL HAVE TO PRETEND THAT THE ***SHOCK*** MADE ME LOSE MY ***BALANCE***... SENT ME TOPPLING... THRU THE ***WINDOW!***

BY REACHING OUT... *TOUCHING* THE BUILDING ---MY *SPIDER POWERS* WILL BREAK MY FALL...

AND, LUCKY FOR ME IT'S *NIGHT-TIME*... WHEN NO ONE IS APT TO SEE WHAT'S *HAPPENING!*

JUST ANOTHER FEW STORIES TO *GO*...

MADE IT!

AND NOW TO GET *UP* THERE AGAIN... BEFORE HE GETS *AWAY!*

MEANWHILE, MANY FLOORS ABOVE...

IT ISN'T *POSSIBLE!* I NEVER EVEN *TOUCHED* HIM! WHAT MADE HIM GO THRU THE *WINDOW??*

I DIDN'T *PLAN* IT THIS WAY! I DIDN'T PLAN TO BE A *MURDERER!*

C'MON, ROBBIE... HE RAN IN *HERE!* AH... *THERE* HE IS!

BUT WHERE'S *PARKER?* HE WAS IN HERE *WITH* HIM! AND THERE'S NO WAY *OUT...* EXCEPT...

THE *WINDOW! LOOK* AT IT...!

YOU *MURDERED* THE KID!

NO! NO! I DIDN'T! *I DIDN'T!*

I DIDN'T!

HE'S GETTING *AWAY!*

AT LEAST THE ROTTEN *KILLER* DIDN'T GET ANY OF MY *MONEY!*

BUT... WHAT ABOUT... POOR *PARKER?*

THE *KID!* YEAH... THAT'S *RIGHT!*

HEY! WHAT'S GOING *ON* HERE! THERE'S NO *SIGN* OF HIM!

I DON'T EVEN SEE THE *PROWLER* THERE!

BUT, IF THE BEWILDERED PUBLISHER HAD THOUGHT TO LOOK *UP,* AT LEAST *ONE* OF HIS QUESTIONS WOULD BE ANSWERED..

IT'S EASIER FOR ME TO REACH THE *ROOF* THAN THE STREET!

SO YOU'RE THE *PROWLER* THAT JOLLY JONAH WAS *WONDERING* ABOUT, HUH?

SPIDER-MAN!

I DON'T KNOW WHAT YOUR *GAME* IS, CHUM...

BUT THIS CITY'S *ALREADY* OVERSTOCKED WITH COSTUMED CUTUPS!

SO C'MON *UP*, AND I'LL...

UNHH!

YOU WON'T DO *NOTHIN'*, MAN!

I'M IN ENOUGH TROUBLE *NOW* WITHOUT MESSIN' AROUND WITH SOMEONE LIKE *HIM!*

HOLD IT THERE, MISTER! THE *LEAST* YOU COULD DO IS TO WAVE *GOODBYE!*

HE'S BACK ON HIS *FEET* AGAIN... READY FOR ACTION... AFTER THAT *KICK* I GAVE 'IM!

HOW STRONG CAN HE *BE?*

NO ONE'S PINNIN' A MURDER RAP ON *ME! NO ONE!*

AN AIR BLAST LIKE *THIS* CAN STOP *ANY-THING!*

SHOOSH!

FZOPP!

HE SOUNDS LIKE HE'S *YOUNG*... BUT HE'S GOT A LOT ON THE BALL! I'M SURE AS HECK FACING NO *PANTYWAIST!*

I'VE A HUNCH HE HASN'T ANY *NATURAL* POWERS--- LIKE MINE---

BUT THOSE GIZMOS HE'S GOT *GOING* FOR HIM MORE THAN MAKE *UP* FOR IT!

SO HERE'S WHERE OL' *SPIDEY* TAKES OFF THE KID GLOVES!

IT'S FOR YOUR OWN *GOOD*, PROWLER...

A FELLA CAN CATCH HIS DEATH OF *COLD* ON THESE CHILLY OL' WALLS!

DANGEROUS AS HE *IS*, MY *SPIDER SENSE* STILL ISN'T TINGLING!

WHICH *COULD* MEAN HE'S NOT AS *BAD* A MENACE I *THOUGHT* HE WAS!

AND YET, I *SAW* HIM TRYING TO ROB JOLLY JONAH!

WELL, LUCKY FOR ME I WAS NEVER SWORN IN AS *JUDGE*... OR *JURY*!

I NEVER EXPECTED TO RUN INTO SOMEONE LIKE *YOU* MY FIRST TIME OUT...

BUT NOT EVEN *SPIDER-MAN* HAS THE POWER TO *STOP* ME!

THE JAILS ARE *FULL* OF GUYS WHO MADE THAT SAME CORNY SPEECH!

SO YOU THINK I'M *CORNY*, HUH? YOU THINK I'M JUST *BRAGGING*, EH?

LOOK --- I'M REAL *FLATTERED* THAT MY OPINION *MEANS* SO MUCH---

BUT YOU'LL HAVE TO BE FASTER THAN *THAT* TO MAKE ME CHANGE MY MIND!

KEEP *TALKIN'*, SMART GUY! I'M JUST GETTING *STARTED!*

SKRUTCH!

LOOKS TO *ME* LIKE YOU'RE JUST ABOUT *FINISHED!*

--- SPECIALLY THE WAY YOUR *CLAW* GOT STUCK IN THAT THICK *ROOF TAR!*

UNNHH!

MAYBE *THIS'LL* TEACH YOU THAT YOU'RE NOT THE *ONLY* CAT WHO CAN COME UP WITH A *SURPRISE!*

SHOOSH!

DIDN'T *EXPECT* ME TO HAVE *GAS PELLETS* IN MY BOOT, HUH?

AH *HA!* THE OLD GAS-PELLETS-IN-THE-BOOT-TRICK, EH?

CAN'T EVEN CLOWN AROUND! THAT GAS REALLY MADE ME *GROGGY!*

AND, TO MAKE THINGS *WORSE*, I HEAR HIM GETTING HIS *HAND* FREE!

THWOK!

I *DID* IT! I FOUGHT *SPIDER-MAN* HIMSELF TO A *STANDSTILL*... MY FIRST TIME AROUND!

HE'S GETTING *AWAY*--- AND THE GAS MADE ME TOO WOOZY---TO *STOP* HIM!

HE *STILL* ISN'T REALLY ANY *MATCH* FOR ME! I SHOULD HAVE HAD HIM *UNMASKED* BY NOW!

--IF I'D HAD *SENSE* ENOUGH TO JUST HOLD MY *BREATH!*

WELL, IT'S NO BIG DEAL! I'LL RUN INTO HIM *AGAIN*, SOONER OR LATER!

AND, WHEN I *DO*... IT'LL BE THE *END* OF THE PROWLER!

AT LEAST HE SERVED *ONE* GOOD PURPOSE---HE MADE ME FORGET ABOUT *GWEN* DITCHING ME FOR *FLASH THOMPSON!**

* IT HAPPENED---OR SO SPIDEY *THINKS*---LAST ISH, REMEMBER? STAN.

MEANWHILE---

BUT IF PARKER *DID* FALL THRU THE WINDOW ... WHAT *HAPPENED* TO HIM?

HOW IN BLAZES DO *I* KNOW? MAYBE THAT BLASTED *PROWLER* CARRIED HIM AWAY!

ROBBIE! MR. *JAME-SON!*

LISTEN! THAT *VOICE*... CALLING US---!

PARKER! WHAT THE DEVIL'S GOING *ON* HERE? WE THOUGHT YOU WERE *DEAD!*

SORRY TO *DISAPPOINT* YOU, MISTER!

WHEN I TUMBLED THRU THE WINDOW, *SPIDER-MAN* WAS NEARBY... AND HE *GRABBED* ME, SAVING MY LIFE!

THANK HEAVEN YOU'RE *OKAY*, SON!

THE *WEB-HEAD!* DID YOU GET ANY *PICTURES* OF HIM?

BRINGING YOU A FRONT PAGE *SCOOP* WASN'T EXACTLY MY BIGGEST *WORRY* JUST THEN!

LUCKY I THOUGHT OF THAT *SPIDEY* ANGLE ---THEY SEEM TO BE *SWALLOWING* IT!

YOU LOOK *BUSHED*, KID! BETTER GO HOME AND GET SOME *REST!*

YEAH, I'LL *DO* THAT, MR. R.!

CAN'T CLEAR MY HEAD! THAT GAS REALLY *GOT* ME!

PUNK KID! WOULD IT HAVE *KILLED* HIM TO BRING ME BACK SOME *PIX* WE COULD USE?

LAY *OFF* HIM, JJ! WE'VE GOT A WHOLE *STAFF* OF PHOTOGRAPHERS!

YEAH, YEAH! BUT *NONE* OF 'EM MANAGES TO RUN INTO *SPIDER-MAN* AS OFTEN AS *HIM!*

MINUTES LATER---

I'M FINALLY SNAPPING *OUT* OF IT NOW---BUT I STILL FEEL LIKE I'VE BEEN KICKED BY A MULE!

WHY NOT BE *HONEST* WITH YOURSELF, PARKER? WHY NOT *ADMIT* IT---?

IT HURTS LOTS *MORE*... WHEN I THINK OF *GWEN*---THAN THE PROWLER'S *GAS BLAST* COULD EVER HURT ME!

I CAN ALWAYS WAIT FOR A *REMATCH* IF SOME COSTUMED CLOWN MANAGES TO *BEAT* ME THE FIRST TIME AROUND--

BUT WHAT DOES A FELLA *DO*... WHEN HE LEARNS THAT HE GAVE HIS *HEART* TO THE WRONG GIRL?

SLOWLY, TORTUOUSLY, THE TROUBLED YOUTH FINALLY FALLS INTO A FITFUL SLEEP... HARDLY KNOWING WHERE THE *DREAMS* LEAVE OFF AND *REALITY* BEGINS...

WHILE, IN ANOTHER PART OF TOWN...

I'M *HOME* AT LAST! STILL *SAFE*... STILL *UNDISCOVERED!*

BUT, I THOUGHT IT WOULD BE A *LARK!* I THOUGHT I'D WIN *FAME*--- *GLORY!*

I DIDN'T KNOW I'D END UP...ACCUSED OF *MURDER!*

WHAT MADE HIM *DO* IT? WHAT MADE THAT GUY TOSS HIMSELF OUT OF THE *WINDOW*?

WAS IT BECAUSE I *SCARED* HIM... BECAUSE HE *PANICKED* WHEN HE *SAW* ME?

DID HE THINK THAT I WAS REALLY TRYING TO *KILL* HIM?

IF *SO*... DOES THAT MAKE ME JUST AS *GUILTY*... AS IF I'D REALLY *PUSHED* HIM OUT?

HAS HOBIE BROWN BECOME... A *MURDERER*??

I DID IT FOR *MINDY!* I WANTED TO SHOW HER I *WASN'T* A NOBODY! BUT NOW, *SHE'S* LOST TO ME... JUST LIKE EVERYTHING *ELSE!*

BUT WHAT ABOUT *SPIDER-MAN*? WHAT IF I CAN *CATCH* HIM... *BEAT* HIM... DELIVER HIM TO THE *FUZZ*?

MAYBE THAT'LL HELP ME TO *CLEAR* MYSELF... MAYBE IT'LL MAKE THEM REALIZE I NEVER MEANT TO CAUSE ANY *HARM!*

I'LL DO IT! THE PROWLER WILL STRIKE AGAIN--- AND THEN, WHEN SPIDER-MAN COMES AFTER ME!..

I'LL STILL END UP WITH THE VICTORY I WANTED!

AND THEN---THE NEXT DAY...

PETER! THERE YOU ARE! I'VE BEEN LOOKING ALL OVER FOR YOU!

PETER! DON'T YOU HEAR ME?

IT'S GWEN! SHE DOESN'T KNOW THAT I KNOW---ABOUT HER AND FLASH!

I---HEAR YOU, GWEN!

BUT... I'M LATE FOR CLASS! CAN'T STOP TO TALK NOW!

PETER PARKER! THIS IS ME... GWEN STACY... REMEMBER? IF SOMETHING'S BUGGING YOU, I'VE A RIGHT TO KNOW WHAT IT IS!

SURE, GWEN--- SURE! YOU'VE GOT YOUR RIGHTS!

AND I HOPE YOU'LL ENJOY SHARING THEM ---WITH FLASH THOMPSON!

BUT IT WON'T BE AT MY EXPENSE ---ANY MORE!

THEN, THAT EVENING...

SO I *TOLD* HER OFF! SO I *HAD* MY SAY!

SO WHY DO I FEEL LIKE THE WHOLE *SAHARA DESERT* IS STUCK IN MY THROAT?

AND NOW..A *BULLETIN* FROM OUR NEWSROOM...

BULLETIN! BIG DEAL! SOME *POLITICIAN* PROBABLY BLEW HIS NOSE!

OUR NEWS DESK HAS RECEIVED A FLOOD OF REPORTS CONCERNING THE *PROWLER*...A MYSTERIOUS MASKED *CRIMINAL* STILL AT LARGE IN THE CITY--!

THE *PROWLER!*

I DIDN'T THINK HE'D BE *SHOWING* HIMSELF SO SOON! BUT, SINCE HE *IS*...

IT'S *ONE* WAY...TO GET *GWENDY*... OFF MY MIND!

THIS TIME I'LL BE SURE TO TAKE MY MINIATURIZED *GAS FILTER*... EVEN THOUGH IT MAKES MY *MASK* ROUGH AND UNCOMFORTABLE!

AND I WON'T FORGET MY *CAMERA* TONIGHT EITHER!

...'CAUSE MRS. PARKER'S *NEPHEW* CAN SURE USE SOME EXTRA *BREAD!*

BUT THEN, MINUTES LATER...

HOW *UNLUCKY* CAN YOU BE? I JUST REMEMBERED... I'M ALL OUT OF *FILM!*

I CAN'T JUST WALK INTO A *STORE* LIKE THIS... WITHOUT CAUSING SOME KIND OF A SMALL SCALE *RIOT!*

DRUGS

SO, I'LL HAVE TO DO IT THE *HARD* WAY!

I'LL BEND THESE GUARD BARS *BACK* AGAIN ON MY WAY *OUT!*

BUSINESS MUST BE *GOOD!* THE DRUGGIST'S STILL *WORKING* IN THERE!

BUT, CAN'T LET *THAT* STOP ME!

KLAK!

NUTS! I DIDN'T NOTICE THAT DISPLAY SIGN!

WHO'S THAT... CRAWLING ON THE CEILING?

SOME STRANDS OF WEBBING... AND THERE'S MONEY INSIDE!

IT COULD ONLY HAVE BEEN... SPIDER-MAN! BUT... I THOUGHT THEY CALL HIM... A MENACE?!!

AND NOW TO FIND THE PROWLER... WHICH SHOULDN'T BE TOO HARD!

... SINCE THERE'S ONLY EIGHT MILLION PEOPLE IN NEW YORK!

BUT, AFTER HOURS OF STEADY WEB-SWINGING..

IF I WANTED A QUICK BUCK... AND HAD THE POWERS OF THE PROWLER...

... I'D EITHER TACKLE A BANK... OR THE DIAMOND CENTER!

I'VE CHECKED OUT ALL THE *BANKS*, SO NOW... *HEY!*

FOR *ONCE* A HUNCH PAID *OFF!*

IT'S *HIM!*

SMITH BROS.

DIAMONDS

FIRST, I'LL MAKE SURE TO *RECORD* HIM FOR POSTERITY!

I HOPE HE'LL BE *PHOTO-GENIC!*

IT WAS A *GROOVE* READING THAT PARKER'S STILL *ALIVE*, AND-- *WHA...*

SOMEONE *OUTSIDE...* AT THE *WINDOW ...TAPPING* ON IT! IT MUST BE--- *HIM!*

SMITH BROS.

MIGHTY *NICE* OF YOU TO BUY ME A *PRESENT*, SONNY...

BUT LET'S MAKE *SURE* YOU'VE GOT THE RIGHT *SIZE!*

SPIDER-MAN! YOU SNAPPED AT MY *BAIT!*

I FIGURED THAT ONE DEFEAT WOULDN'T BE ENOUGH FOR YOU...

SO I'VE BEEN WAITING TO HAND YOU THE SECOND!

SORRY, SWEETIE! I NEVER GET CAUGHT THE SAME WAY TWICE!

YOU MUST BE USING A GAS FILTER, HUH? THAT'S REAL CLEVER, MAN!

BUT IT CAN'T HELP AGAINST MY POWER BLASTS!

DOESN'T HAVE TO! MY SPEED'LL DO THAT!

I NEVER REALIZED... HE'S TOO FAST... TOO STRONG... FOR ANY OTHER WEAPONS OF MINE!

IF THE GAS WON'T STOP 'IM... NOTHING WILL!

SO I'VE GOTTA TAKE OFF... TILL I CAN DREAM UP A NEW COURSE OF ACTION!

I ONLY BEAT HIM BY A FLUKE BEFORE! COMPARED TO THAT CAT, I'M STRICTLY NOWHERE!

I WAS A FOOL... NOT TO HAVE LISTENED TO MINDY!

THE DRUG CO

THUMP!

HOLD IT, PROWLER! THERE'S NO PLACE LEFT TO RUN!

C'MON BACK NOW... NICE AND EASY..!

I'VE STILL GOT ONE CHANCE... IF I CAN CATCH HIM WITH A POWER BLAST... POINT BLANK..!

WHITTT!

DON'T FEEL TOO BAD, BUDDY... THIS WON'T BE A TOTAL LOSS!

IF YOU'RE LUCKY, YOU'LL GET A FEW GOOD PHOTOS OUT OF IT!

BUT FIRST, IT MUST BE MIGHTY STUFFY THERE, UNDER THAT LITTLE OL' MASK...

NO GOOD! HE CLOGGED THE NOZZLES WITH HIS WEB!

GO ON... TAKE IT OFF! NOTHING MATTERS ANY MORE, ANYWAY!

HE'S NO HARDENED BADDIE...HE'S JUST A FRIGHTENED *KID*... NO OLDER THAN *I* AM!

MAYBE IT'S JUST AS WELL YOU *CAUGHT* ME...BEFORE I GOT INTO *MORE* TROUBLE!

SUPPOSE YOU *TELL* ME ABOUT IT, FELLA?

FINALLY...

...AND THAT'S *IT!* ALL I WANTED WAS A *CHANCE*.. TO *USE* MY TALENT...TO *HELP* PEOPLE...BUT NO ONE *LISTENED*... NO ONE *CARED!*

THAT'S *ALWAYS* BEEN THE TROUBLE...NO ONE *EVER* CARES!

SO GO AHEAD... LOCK ME UP! WHAT *DIFFERENCE* DOES IT MAKE?

IT MAKES *PLENTY* OF DIFFERENCE, HOBIE!

SO FAR, YOU'VE HURT *NO ONE* ...YOU'VE STOLEN *NOTHING!*

SO WHO AM *I* TO TURN YOU IN? GO ON BACK TO *MINDY*, MAN... *THAT'S* WHERE IT'S *REALLY* AT!

YOU MEAN..?

I MEAN MAYBE WE WERE *BOTH* IN THE SAME BOAT...

BOTH OF US RIDING A ROCKET TO NOWHERE...

...ONLY YOU WERE THE *LUCKY* ONE... 'CAUSE YOU JUST GOT *OFF!*

NEXT: THE RETURN OF THE MYSTERIOUS CHAMELEON!

SPIDER-MAN

15¢ CC

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MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

ON THE TRAIL OF... THE CHAMELEON!

ROMITA

THE AMAZING SPIDER-MAN!

ON THE TRAIL OF... THE CHAMELEON!

I CAN'T KEEP *BROODING* ABOUT GWEN DITCHING ME FOR *FLASH THOMPSON!*

MAYBE IF I KEEP *BUSY* WORKING ON MY *SPIDER-MAN EQUIPMENT,* IT'LL HELP TO...

UH OH! SOMEONE AT THE *DOOR!*

NUTS! THAT'S ALL I *NEED* AT A TIME LIKE THIS!

PRODUCED and PRESENTED BY:
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ILLUSTRATORS

JOHN ROMITA, ART CONSOLIDATOR
SAM ROSEN, LETTERER

WHOEVER YOU ARE ... I'M **BUSY!**

NOT TOO BUSY FOR WHAT **WE** HAVE TO TELL YOU, PAL!

IT'S **HARRY** ... AND SOMEONE **ELSE!**

HAVE TO **HIDE** EVERYTHING ... **FAST!**

LET'S NOT OVERDO THE **LONER** BIT, PETEY BOY!

I BROUGHT YOU SOME **COMPANY!**

FLASH! YOU'VE GOT A SWEET **NERVE** SHOWING YOUR FACE AROUND **HERE!**

AT EASE, JUNIOR! I JUST WANNA **RAP** WITH YOU FOR A WHILE!

THE ONLY RAP **YOU'LL** GET IS ON YOUR THICK **SKULL** IF YOU DON'T CUT **OUT!**

HEY, **C'MON** PETE... SIMMER DOWN!

LET 'IM **TALK,** HARRY! IT'S ABOUT **TIME** PUNY PARKER SHOWED SOME **BACKBONE!**

LOOK, ROOM-MATE ... FLASH JUST WANTS TO **EXPLAIN** ABOUT...

OH **NO!** THAT CREEP DOESN'T TALK HIS WAY OUT OF **THIS!**

I **SAW** YOU DATING GWEN WHEN SHE SAID SHE WAS TOO **BUSY** TO SEE **ME!**

NOW I'LL **SHOW** YOU HOW MUCH **BACKBONE** I'VE GOT!

HEY! HOLD IT, YOU NIT-WIT!

SHE ONLY **MET** ME BECAUSE SHE WAS WORRIED ABOUT **YOU!** SHE THOUGHT **I** MIGHT KNOW WHERE YOU'RE ALWAYS **DISAPPEARING** TO!

HUH..?

SHE FIGURED SINCE I KNOW YOU *LONGER* THAN ANYONE ELSE, MAYBE I COULD CLUE HER *IN!*

YOU DON'T HAVE TO WORRY ABOUT *HER,* MISTER... 'CEPT FOR THE FACT THAT SHE MUST BE *BATTY* TO DIG A JOE LIKE *YOU!*

YOU MEAN... THERE *ISN'T* ANYTHING BETWEEN GWEN AND YOU?

NO! AND, IT'S NOT 'CAUSE I DIDN'T *TRY!*

THAT'S WHAT I CAME TO *TELL* YOU AFTER GWEN SAID YOU WERE ALL SHOOK-UP ABOUT *SEEING* US TOGETHER!

MAN! I NEVER SAW A *BOOK-WORM* TURN INTO SUCH A *TIGER!*

I'M *SORRY,* FLASH! I, EH-- I GUESS I LOST MY *HEAD!*

WHEW! I ALMOST *BLEW* THE WHOLE SECRET IDENTITY BIT!

WELL, IF YOU'RE *LEVELLING* WITH ME, I'D BETTER *CALL* THE LADY!

PETER? DO *I* KNOW A PETER? YOU MUST HAVE A *WRONG NUMBER!*

THE ONLY BOY WITH THAT NAME THAT *I* KNOW SEEMS TO HAVE CROSSED ME OFF HIS *LIST!*

OKAY, GWENDY ... I GUESS I *DESERVE* THAT! BUT *FLASH* JUST EXPLAINED THE WHOLE THING!

I FEEL LIKE A REAL *LUNKHEAD,* HONEY! HOW SOON CAN I *SEE* YOU?

WELL, SINCE I'VE ALWAYS BEEN FOOLISHLY *PARTIAL* TO LUNKHEADS...

HOW ABOUT *NOW?* I'M GOING TO THE NEW *EXHIBIT* AT THE MIDTOWN MUSEUM!

I *READ* ABOUT IT, GWENDY! YOUR *DAD'S* IN CHARGE OF *GUARD-ING* THE PRICELESS PAINTINGS!

I'LL BE THERE AS FAST AS I *CAN*, PRETTY GIRL! *NOTHING'LL* STOP ME *THIS* TIME!

Y'KNOW, SOLDIER... I THINK HE *DIGS* THE LADY!

HOW CAN YOU *TELL?*

THAT WRAPS IT *UP*, PARKER! BUT IF YOU LET HER GET AWAY *AGAIN*, ALL BETS'LL BE *OFF* BETWEEN US!

I'LL *REMEMBER* THAT, CORP!

AND... *THANKS*, FELLAS!

THEY'VE *GONE!* NOW THE PRIZE *CHUMP* OF ALL TIME HAS A LOT OF *MAKING UP* TO DO!

AND *SPIDER-MAN* CAN MAKE IT THRU THE RUSH HOUR *TRAFFIC* LOTS FASTER THAN A *TAXI!*

JUST WHEN I THOUGHT THINGS COULDN'T GET ANY *WORSE*, I LEARN I'M STILL BATTING A THOUSAND WITH *GWEN*...

...AND SUDDENLY, I HAVEN'T GOT A WORRY IN THE *WORLD!*

GWEN OUGHT TO *BE* HERE BY NOW!

SHE ONLY LIVES A FEW BLOCKS AWAY!

ONLY *YESTERDAY*, I THOUGHT I'D *NEVER* WANT TO WEAR THIS NEW *SUIT* OF MINE!

NOW, I CAN'T WAIT FOR HER TO *SEE* IT!

THERE SHE *IS*! *MAN*--- STANDING NEXT TO THOSE MILLION DOLLAR *PAINTINGS*, SHE STILL LOOKS LIKE THE ONLY *MASTERPIECE* IN THE PLACE!

PETER! HOW DID YOU *GET* HERE SO---?

HOLD IT, HONEY! LET'S GO SOME-PLACE WHERE WE CAN TALK IN *PRIVATE*!

WHY ARE YOU *LOOKING* AT ME THAT WAY, MR. PARKER?

MAYBE I JUST SUDDEN-LY REALIZE HOW MUCH I'VE *MISSED* YOU, GWENDY---

--OR MAYBE-- I JUST DON'T FEEL LIKE-- TALKING!

WHOOPS! WHAT A TIME FOR YOUR FATHER TO SUDDENLY WALK BY!

THAT'S STRANGE... HE WALKED RIGHT PAST-- AS THOUGH HE DIDN'T EVEN NOTICE US!

I GUESS HE'S TOO BUSY WORRYING ABOUT ALL THE PAINTINGS THAT HE'S IN CHARGE OF GUARDING!

CONSIDERING THEIR VALUE, IT'S A MIGHTY BIG RESPONSIBILITY!

I DON'T GET IT! WHY IS MY SPIDER SENSE STARTING TO TINGLE AT A TIME LIKE THIS?

NOTHING'S HAPPENING... AS FAR AS I CAN TELL!

HE'S HEADING FOR THE PRIVATE ROOM WHERE THE MOST PRICELESS ONES ARE!

WELL, WELL--- LOOK WHO'S HERE! SOAKING UP SOME CULTURE, PARKER?

CAN'T WASTE TIME TALKING TO A KID WITH SO MANY CELEBRITIES AROUND!

STILL TINGLING! BUT WHY? WHY?

SAY... WHERE'D CAP'T STACY DIS-APPEAR TO?

HELP! SOMEBODY --HELP!

THAT CRY--- IT'S COMING FROM THE PRIVATE ROOM...THE ONE DAD HAD ENTERED!

A WOMAN'S VOICE---IN A STATE OF SHOCK!

I JUST WALKED IN---TO SEE IF THE PAINTINGS WERE READY TO BE SHOWN ---AND THEY'RE GONE!

THEY'RE ALL GONE!

SECONDS LATER---

NOBODY LEAVES WITHOUT IDENTIFICATION!

DON'T YOU THINK IT'S A LITTLE LATE FOR THAT?

PETE...I'M WORRIED ...ABOUT DAD!

WHERE IN BLAZES IS CAPT. STACY?

WHAT IF THE THIEF INJURED HIM-- OR TOOK HIM CAPTIVE?

THERE'S NO SIGNS OF A STRUGGLE!

NO WONDER MY SPIDEY-SENSE WAS TINGLING!

FINALLY, AFTER ALL THOSE PRESENT HAVE BEEN CHECKED OUT...

WE'D BETTER GET YOU HOME NOW, GWENDY!

AND THEN, I'VE A HUNCH IT'LL BE TIME FOR SPIDER-MAN TO TAKE OVER!

IF--IF ANYTHING'S HAPPENED TO DAD...

IN MY DAY, KIDS WOULD THANK A GENEROUS PUBLISHER FOR A LIFT IN HIS CAR!

BUT THEN, AS THEY OPEN THE DOOR TO GWEN STACY'S APARTMENT---

DAD! YOU... YOU'RE HOME!

OF COURSE I'M HOME! I HAVEN'T LEFT YET!

BUT--- WE SAW YOU--- AT THE MUSEUM!

I DON'T UNDER-STAND! I'VE BEEN HERE ALL DAY... OR, I THINK I HAVE!

EVERYTHING'S SO HAZY...SO CONFUSED IN MY MIND!

YOU'D BETTER SNAP OUT OF IT, STACY! THOSE PAINTINGS WERE STOLEN--- AND, IF YOU ASK ME, THE ONLY SUSPECT SO FAR IS... YOU!

THE PAINTINGS? STOLEN? THEN... IT'S AS BAD AS I FEARED!

I MUST HAVE BEEN DRUGGED! BUT HOW? AND BY WHOM?

BUT, EVEN AS THE CLOUD OF *SUSPICION* SEEMS TO DEEPEN OVER THE RETIRED CAPTAIN OF POLICE...

...WE TURN OUR ATTENTION *ELSE-WHERE*, WHERE THE MOOD IS FAR MORE *JUBILANT*---

YOU'VE DONE AN *EXCELLENT* JOB, CAPT. STACY---FAR *MORE* EXCELLENT THAN YOU COULD EVER *IMAGINE!*

CAPT. JOHN STACY TO HEAD SECURITY GUARD AT MUSEUM ART EXHIBIT

PRICELESS PAINTINGS TO BE ON DISPLAY

IT WAS SO CHILDISHLY *SIMPLE* FOR ME TO STEAL INTO YOUR *ROOM* AND ADMINISTER THOSE *KNOCK-OUT DROPS* INTO YOUR OPEN DECANTER!

THEN, ALL I HAD TO DO WAS ALLOW YOU TO *SLEEP* THE DAY AWAY WHILE I TOOK THE LIBERTY OF ASSUMING YOUR *IDENTITY!*

BUT *NOW*, THE NEED FOR MY LITTLE MASQUERADE HAS *ENDED*, AND SO...

--MY *CAPTAIN STACY MASK* MAY JOIN MY *OTHER* LITTLE MOMENTOS---

---AS THE UNBEATABLE *CHAMELEON* BASKS IN THE GLOW OF HIS LATEST *TRIUMPH!*

NO ONE CAN CATCH ME! *NO ONE* CAN STOP ME! FOR I AM THE WORLD'S GREATEST *MASTER OF DISGUISE!*

BUT, SOMEWHERE IN THE SPRAWLING CITY, A TROUBLED *YOUTH* REFUSES TO ADMIT DEFEAT---

I *KNOW* GWEN'S DAD JUST *CAN'T* BE GUILTY!

AND IF I'M *RIGHT*---IT MEANS SOMEONE WAS *IMPERSONATING* HIM!

BUT WHO COULD BE *SKILLFUL* ENOUGH TO FOOL HIS OWN *DAUGHTER* AND ME?

IT MUST HAVE BEEN SOMEONE I'VE *KNOWN*--- BECAUSE OF THE WAY MY *SPIDEY-SENSE* TINGLED!

HOLY SMOKE! WHAT A *LAMEBRAIN* I AM! OF *COURSE*...OF *COURSE!*

I SHOULD HAVE *GUESSED* IT RIGHT AWAY!

IT'S BEEN SO *LONG*, THAT I'VE ALMOST *FORGOTTEN* HIM...* BUT IT COULD *ONLY* HAVE BEEN---*THE CHAMELEON!*

* IT WAS ISH #2 TO BE EXACT! --STAN

I'VE GOT TO *CATCH* HIM... REGAIN THE *PAINTINGS!*

IT'S THE ONLY WAY TO CLEAR GEORGE STACY'S *NAME!*

BUT MY ONLY *CHANCE* IS TO MAKE HIM STRIKE *AGAIN!*

IF HE GOES INTO *HIDING* WITH HIS LOOT... I MAY *NEVER* FIND HIM!

SO I'VE GOTTA *DECOY* HIM OUT INTO THE *OPEN!*

AND I KNOW JUST THE *MAN* TO HELP ME *DO* IT!

I'M IN *LUCK!* JOE ROBERTSON'S *ALONE!*

SPIDER-MAN! AT MY *WINDOW!*

PLAY IT *COOL*, ROBBIE! SEE WHAT HE *WANTS!*

IT'S A PLEASURE TO SEE *ONE* CITIZEN WHO DOESN'T GET ALL *UPTIGHT* AT THE SIGHT OF *ME!*

I'M A *NEWS-MAN*, MISTER! TO ME, YOU REPRESENT AN *ITEM!*

SO *SPILL* IT, MAN!

I WANT YOU TO PLANT A *STORY* IN THE NEXT EDITION!

IF MY HUNCH COMES *THRU*, YOU'LL HAVE A *SCOOP* ON THE THIEF WHO STOLE THOSE *PAINTINGS!*

IT WOULDN'T BE *YOU*, WOULD IT?

LEVEL WITH ME, NEWSMAN! DO YOU THINK IT WAS ME?

'COURSE NOT! I'VE STUDIED YOUR IMPROBABLE CAREER TOO CLOSELY! FAR AS I CAN TELL, YOU'VE NEVER COMMITTED A CRIME!

ANYWAY, I WANT YOU TO ANNOUNCE A SPECIAL MEETING, INVOLVING A TRANSFER OF A MILLION DOLLARS WORTH OF BONDS!

I'LL GO YOU ONE BETTER, WALL-CRAWLER! THERE IS SUCH A MEETING TOMORROW! I'LL GIVE IT THE FRONT PAGE TREAT-MENT!

TOO BAD YOU CAN'T CONVINCE YOUR BIRD-BRAINED BOSS!

BUT YOU BETTER KNOW WHAT YOU'RE DOING, MAN--- 'CAUSE JAMESON WILL HAVE MY HIDE IF I PLAY UP A DULL YARN LIKE THAT FOR NOTHING!

LET'S JUST SAY WE'RE BOTH TAKING A CHANCE!

I OUGHTTA HAVE MY HEAD EXAMINED FOR TRUSTING HIM---AND YET...

KEEP THE FAITH, J.R.! IT'S TIME FOR THE PAY-OFF!

THE NEXT DAY...

WE PRE-EMPT OUR REGULAR SHOW TO BRING YOU THIS TV NEWS SPECIAL!

IN A COPYRIGHT RELEASE, THE DAILY BUGLE HAS FRONT-PAGED THE LARGEST BOND TRANSACTION IN HISTORY!

WITH THAT MUCH DOUGH AT STAKE, YOU'D THINK THEY'D WANNA KEEP IT QUIET!

ATV

THIS IS *IT!* BY THE WAY I'M *TINGLING* AGAIN, I *KNOW* THAT ONE OF THEM IS THE *CHAMELEON* IN DISGUISE!

NO MORE *PICTURES!* THAT'S ALL! THAT'S *ALL!*

BUT I CAN'T MAKE MY *MOVE* TILL I PIN-POINT THE RIGHT *ONE!*

I HAVE TO STUDY THE *CROWD!* WHEN HE TRIES HIS *GETAWAY,* HE'LL PROBABLY *CHANGE* DISGUISES... IMPER-SONATE SOMEONE *ELSE!*

HEY, *PARKER!* WHAT ARE YOU WASTING TIME OVER *HERE* FOR?

PICTURES LIKE *THIS* I CAN *ALWAYS* GET!

OKAY, OKAY! DON'T MAKE A *FEDERAL CASE* OF IT!

GOOD! THIS GIVES ME A PERFECT CHANCE TO *SPLIT!*

IF YOU WANNA MAKE YOURSELF *USEFUL,* GO OUT AND FIND *SPIDER-MAN!*

JUST WHAT I HAD IN *MIND!*

NOW, I HAVE TO FIND A WAY TO BREAK *IN* ON THAT MEETING...

...SO I CAN NAB THE CHAMELEON *COLD!*

AND THERE CAN'T BE ANY *SLIP-UPS...*

OR IT'LL BE *SPIDEY'S* NECK... INSTEAD OF *HIS!*

LUCKY FOR ME THAT ALL THESE NEW BUILDINGS HAVE *AIR VENT* SHAFTS!

IT'S A LOT MORE *DRAMATIC* THAN TAKING THE *ELEVATOR!*

THEY'RE JUST *BELOW* ME! I CAN *HEAR* THEM THRU THE INLAID CEILING PANELS!

AND THE CHAMELEON IS *WITH* THEM, ALL RIGHT! I'M TINGLING LIKE *MAD* AGAIN!

SO, HERE'S WHERE I MAKE MY *MOVE...!*

AND NOW, PRIOR TO MAKING OUR FINAL DISPOSITION OF THE CLASS A BONDS...

LOOK OUT! IT'S SPIDER-MAN!

TIME TO PULL MY *BLUFF*... AND IT BETTER *WORK!*

OKAY, CHAMELEON... THE PARTY'S *OVER!* I *KNOW* WHICH ONE YOU ARE!

STOP HIM! HE'S HERE TO STEAL THE *BONDS!*

CHAMELEON?? WHAT'S HE *TALKING* ABOUT?

QUICK! SOMEONE CALL THE *POLICE!*

IT ISN'T *WORKING!* I THOUGHT THE CHAMELEON WOULD *PANIC*... THAT HE'D BREAK AND *RUN*... BUT HE *ISN'T!*

YOU'VE *HAD* IT, CHAMELEON! DO YOU THINK I'D TAKE THE RISK OF *COMING* HERE IF I WASN'T SURE WHO YOU *ARE?*

THE MAN IS *MAD!* WHAT'S HE *TALK-ING* ABOUT?

HE'S TRYING TO THROW US *OFF-GUARD*...TO GET AT THE *BONDS!*

WHY DON'T THE *POLICE* GET HERE?

I *KNOW* HE'S HERE...BUT MY SPIDEY-SENSE CAN'T NARROW IT *DOWN!*

MY TIME'S RUNNING *OUT!* I'VE GOT TO TAKE A *GAMBLE*... MAYBE I'LL *GUESS* RIGHT!

THE ONE *NEAREST* ME... TRYING TO EDGE *AWAY*...

HOLD IT, MISTER! I *TOLD* YOU I WASN'T KIDDING!

HELP! *HELP!* LET ME *GO!*

SURE I WILL... SOON AS I SEPARATE YOU FROM YOUR *MASK!*

IT'S NOT COMING *AWAY!* IT'S REALLY HIS *SKIN!*

STOP HIM! *STOP HIM!* HE'S TRYING TO *KILL* ME!

IT'S SPIDER-MAN... WE'VE GOT THE GOODS ON HIM AT LAST!

JAMESON... AND THE POLICE! NOW I'M REALLY IN THE SOUP!

HE WAS TRYING TO MURDER ME!

GOT TO GET AWAY! BEFORE IT'S TOO LATE!

SHOOT HIM, YOU FOOL... SHOOT HIM! YOU MAY NEVER GET ANOTHER CHANCE!

HOW CAN I WITH YOU STANDING IN THE WAY?

DON'T TRY TO BLAME ME FOR LETTING A KILLER GET AWAY! DO YOU KNOW WHO I AM?

I WAS HOPIN' YOU'D ASK...

YER A LOUD-MOUTHED, BEETLE-BRAINED, CHICKEN-LIVERED NINCOMPOOP! AND THAT'S ONLY THE BEGINNIN', FLAT-HEAD!

TO ME YOU SAY THAT? TO ME??

IT'S BEEN A FIASCO SO FAR...

BUT I CAN'T GIVE UP NOW!

THE CHAMELEON IS BOUND TO THINK HE'S *WON!* MAYBE HIS *SELF-CONFIDENCE* WILL HELP GET HIM *OFF-GUARD!*

I'VE GOT TO *WATCH* WHILE THEY LEAVE THE BUILDING!

IF HE SNATCHED THE *BONDS*... HE'LL PROBABLY TAKE OFF IN A *DIFFERENT* IDENTITY!

BUT I'M TOO *HIGH*... HAVE TO GET CLOSER TO THE *STREET!*

IF ONLY THEY DON'T LOOK *UP* FOR THE NEXT FEW MINUTES!

THEY'RE STARTING TO LEAVE THE BUILDING *NOW!*

KEEP EVERYONE *BACK!* GIVE 'EM *ROOM!*

NEVER MIND *US!* WHY HAVEN'T YOU CAUGHT *SPIDER-MAN* YET?

THERE HE *IS*! I *SEE* HIM! IT'S THE ONLY ONE HE *CAN* BE!

HOLD IT, MISTER! I'VE *GOT* YOU NOW!

LOOK! UP *THERE*! THE WEBHEAD'S *ATTACKING* AGAIN!

GET HIM! *GET* HIM!

CLAM UP, LIVERLIPS! I'VE GOT THE ONE YOU *REALLY* WANT!

NO! *NO*! YOU'RE *INSANE*! HELP! SOMEONE *HELP* ME!

YOU MADE THE BIGGEST *MISTAKE* OF YOUR LIFE THIS TIME, CHAMELEON!

YOU CHOSE THE IDENTITY OF THE *ONE* PERSON I KNEW YOU *COULDN'T* BE!

I'VE NO MORE USE FOR HIM THAN *YOU* DO--- BUT YOU CAN'T HIT A *KID* JUST 'CAUSE HE'S TAKEN SO MANY *PICTURES* OF YOU!

JAMESON--- KEEP *OUT* OF THIS! YOU'RE GETTING IN OUR *WAY* AGAIN!

THAT PINHEAD'S IN *EVERYBODY'S* WAY!

I DIDN'T WANNA *HIT* 'IM--- I WANTED TO YANK HIS *MASK* OFF!

NOW LOOK WHAT YOU MADE ME DO!

STAY BACK! I DON'T WANT ANYONE TO GET HURT!

BUT I CAN'T LET THAT FREAKY FOUL-UP GET AWAY!

PARKER! WHAT ARE YOU DOING?

WADDA YOU THINK, FISH FACE?

THE KID'S GONE CRAZY!

HE'S TOSSING A BOMB!

I TOLD YOU IT WASN'T PETER PARKER!

NOW MAYBE YOU'LL REALIZE WHERE IT'S AT!

THWIPPP!

THERE! MY WEBBING'LL MUFFLE THE BLAST LONG ENOUGH TO MAKE IT HARMLESS!

SPTHOOM!

WHERE'S *PARKER?* WHERE'D HE *GO?*

GET *OUT* OF THERE, MAC! I NEED THESE WHEELS MORE THAN *YOU!*

WHAT'S *WITH* THIS HEAP? THE MOTOR'S *RUNNING*...BUT IT WON'T *MOVE!*

VRROOOMM

ONE THING I ALWAYS *TOLD* YOU, FALSE FACE ...SOME GUYS DON'T KNOW *WHEN* TO QUIT!

VRROOOOM!

NOW DON'T BE *BASHFUL*, BOY! C'MON *OUT!*

OKAY, THEN...IF YOU WANT A LITTLE *HELP..!*

QUICK...TAKE HIM... *TAKE* HIM, BEFORE HE GETS *AWAY* AGAIN!

RELAX, JAMESON! HE COULD'A SKIPPED ANY TIME HE *WANTED* TO!

AND NOW FOR THE *UNVEILING...*

HERE'S THE ONE WHO STOLE THE MUSEUM PAINTINGS... AND TRIED TO TAKE THE BONDS, AS WELL!

THEN... IT WASN'T SPIDER-MAN! IT WAS... THE CHAMELEON!

FIRST, HE IMPERSONATED CAPTAIN STACY AT THE MUSEUM... AND THEN PETER PARKER, HERE!

AS FOR YOU, JAMESON.. YOU SHOULD BE GLAD I DIDN'T SUSPECT HE WAS DISGUISED AS A PEANUT-BRAINED PUBLISHER...

WHY, YOU... YOU.. SPUTTER -- SPUT..!!

IT WOULDA BEEN A KICK TO TRY AND PULL YOUR FLABBY FACE OFF!

WAIT!! HOW DID YOU KNOW THAT HE WASN'T PETER PARKER?

THAT'S MY SECRET, SWEETIE!

--AND IT'S GONNA STAY MY SECRET... FOR AS LONG AS SPIDER-MAN LIVES!

NEXT The COMING of... THE KANGAROO!

SPIDER-MAN

15¢ CC

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MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

THE COMING OF THE KANGAROO!

THE AMAZING SPIDER-MAN!™

THE COMING OF THE KANGAROO!

DON'T LIKE SWINGING THIS CLOSE TO THE *CROWDS*-- BUT, IF I MOVE *FAST* ENOUGH, THEY WON'T BE ABLE TO *STOP* ME!

I'VE GOT TO REACH *PENN STATION* IN TIME FOR AUNT MAY'S *TRAIN!*

I KNOW HOW *WORRIED* SHE'LL BE IF I'M NOT ON HAND WHEN SHE *ARRIVES!*

THEATRE

NOW FILM

MADISON

MAD

STORY, ART, & LETTERING BY:
STAN LEE
JOHN BUSCEMA
JIM MOONEY
JOHN ROMITA
and **ARTIE SIMEK**

SPIDER-MAN! SWINGING THRU TOWN IN BROAD DAYLIGHT!

THAT COSTUMED CREEP THINKS HE CAN GET AWAY WITH ANYTHING!

SOMEBODY STOP 'IM-- GET 'IM-- DO SOME-THING!!

HE'S GOTTA LEARN THAT NO ONE'S ABOVE THE LAW! NO ONE CAN-- HEY!

MY CIGAR! THE ONE I HAD SPECIALLY SMUGGLED IN FROM CUBA! OH NOOO!

IT'S ALL THAT CRUMMY WEBHEAD'S FAULT!

SECONDS LATER--

MADE IT! BUT I STILL HAVE TO CHANGE CLOTHES!

THAT AIR-VENT'S WHAT I NEED--!

--IT LED RIGHT TO THE BAGGAGE ROOM!

NOW--IF I CAN JUST MAKE THE SWITCH FAST ENOUGH--

FINALLY--

HERE'S THE TRAIN FROM FLORIDA-- BUT--WHERE'S AUNT MAY?

YOU CAN NEVER GET A PORTER WHEN YOU WANT ONE!

HEY! WATCH IT, KID!

IT'S YOUR FAULT! ALL THIS BLASTED LUGGAGE!

KEEP MOVING, THERE!

KEEP THE PLATFORM CLEAR!

I DIDN'T KNOW THE TRAIN HAD SO MANY CARS!

MAYBE SHE'S GETTING OFF AT THE OTHER END!

THUP!

OH-- 'SCUSE ME, MISTER!

PLOP!

CLUMSY KID!

NEXT TIME OPEN YOUR EYES THERE, FEATHER-BRAIN!

OH, BRO-THER! TALK ABOUT A BORN LOSER! I'M A WHIZ ON MY WEB AND A GOOF ON THE GROUND!

HE SHOULDN'T BE LET OUT WITHOUT A KEEPER!

THERE SHE IS! I FOUND HER!

HI, AUNT MAY! IT'S ME-- PETER! WELCOME HOME!

SHE DOESN'T HEAR ME OVER ALL THE NOISE DOWN HERE!

HI, YOUNG LADY! LOOKING FOR SOMEONE?

PETER! OH, I'M SO HAPPY TO-- WAIT!!

WHAT'S WRONG? WHAT HAPPENED TO YOU, DEAR?

JUST LOOK AT YOU!

HUH? I-I KNOW I'M NO MOVIE STAR, BUT--!

YOUR FACE--IT'S SO FLUSHED! AND YOU'RE PERSPIRING! YOU FEEL FEVERISH!

WE HAVE TO GET YOU HOME! YOU'RE ILL, PETER!

I'M JUST OVERHEATED FROM WEB-SWINGING ACROSS TOWN AT TOP SPEED-- BUT I CAN'T TELL HER THAT!

AWW, I'M OKAY, HONEST!

NOW, NOW, DEAR! YOUR AUNT MAY KNOWS BEST!

NOW THAT WE'RE OFF THE TRAIN, MISTER--REACH OUT YOUR HANDS--

HERE IN THE CITY, WE'VE GOT TO PUT THE CUFFS ON YOU!

SORRY TO DO THIS, BUT IT'S REGULATIONS!

SO THE KANGAROO'S GONNA BE DEPORTED, HUH?

SO I'M NOT GOOD ENOUGH TO STAY HERE, HUH?

LOOK, WE DON'T MAKE THE LAW!

I DON'T CARE *WHO* MAKES THE LAW!

NO ONE'S PUSHING *ME* AROUND AGAIN!

YOU *FOOL!* YOU'LL NEVER GET *AWAY* WITH THIS!

NO? JUST TRY'N *STOP* ME!

GET 'IM, CHARLIE! DON'T LET THE KANGAROO GET *LOOSE!*

HE'S GOT TOO BIG A *START!* CAN'T CHANCE *FIRING*--IN ALL THIS *CROWD!*

QUICKLY, PETER! YOU MUST COME *AWAY* FROM HERE!

THEY SHOULD BE *ASHAMED* OF THEMSELVES--*FRIGHTENING* LAW-ABIDING PEOPLE LIKE THAT!

SPIDER-MAN COULD PROBABLY NAIL THAT CHARACTER-- BUT NOT WHILE *AUNT MAY* IS HERE!

HEY! SO *THAT'S* WHY THEY CALL HIM *KANGAROO!*

CROWDS CAN'T STOP A MAN WHO CAN LEAP RIGHT OVER THEIR *HEADS!*

AND NOW THAT I'M *FREE--*

NO ONE'S EVER MAKING A FALL GUY OF THE *KANGAROO* AGAIN!

NO COUNTRY WANTS ME! THEY ALL TRY TO KEEP ME OUT!

I'VE GOT A RIGHT TO LIVE-- JUST LIKE ANYONE ELSE!

BUT, THEY CAN'T! I WON'T LET THEM!

IT'S NOT MY FAULT I'M STRONGER THAN THEY ARE--NOT MY FAULT I CAN JUMP AND LEAP LIKE NOBODY ELSE!

MAYBE THERE WAS SOMETHING IN THE AIR I BREATHED-- THE WATER I DRANK-- BACK IN AUSTRALIA!

"I REMEMBER HOW I'D SPEND MY VACATIONS-- STUDYING KANGAROOS--"

THE WAY THEY RUN-- AND JUMP --IF ONLY A MAN COULD LEARN!

"I LIVED IN KANGAROO COUNTRY--EATING WHAT THEY ATE--GOING WHERE THEY WENT--WORKING --TRAINING--"

I CAN KEEP UP WITH ANY OF THEM!

"MY POWER DIDN'T COME EASY! I WORKED FOR IT! I EARNED IT! AND THEN, AT LAST-- I DECIDED TO CASH IN ON IT--"

--AND IN THIS CORNER--THE KANGAROO!

"BUT, I WAS STRONGER --FASTER--FAR MORE DANGEROUS THAN I THOUGHT--!"

HE WON'T HAVE A CHANCE TO THROW A PUNCH!

SP-W-O-O-O

GET BACK! THIS MAN IS HURT!

IF HE DOESN'T RECOVER--I'M PREFERRING CHARGES AGAINST YOU!

YOU'RE NOT A FIGHTER --YOU'RE A BEAST-- A KILLER!

NO!

I DIDN'T MEAN FOR THIS TO HAPPEN! BUT, NOBODY'S PINNING THE BLAME ON ME!

HAVE TO GET AWAY! HAVE TO LEAVE THE COUNTRY-- WHERE THEY WON'T TRACE ME!

"I MANAGED TO STOW AWAY-- MANAGED TO REACH AMERICA--BUT THEY FOUND ME, WITH NO PASSPORT--!"

SORRY, MISTER! WE'VE GOT TO DEPORT YOU-- BACK TO AUSTRALIA!

WE'LL HOP A TRAIN! YOU'LL DEBARK FROM NEW YORK!

BUT NOW I'M FREE AGAIN-- AND I'M STAYING THAT WAY!

IF MY POWER HAS MADE ME A CRIMINAL--I WON'T FIGHT IT!

I'LL GIVE THEM REASON TO REALLY FEAR--THE KANGAROO!

MEANWHILE, ON THE OUTSKIRTS OF FOREST HILLS--

BUT, AUNT MAY--I CAN'T STAY HERE!

I HAVE MY OWN APART-MENT, AND--

NOW TRY TO GET TO SLEEP, DEAR!

NONSENSE, PETER! YOUR ROOMMATE HARRY CAN'T LOOK AFTER YOU THE WAY YOUR AUNT CAN!

ANNA WATSON IS TAKING AN EXTRA WEEK IN FLORIDA, SO YOU CAN HAVE HER BED!

THIS IS NUTTY! I'M PROBABLY THE HEALTHIEST JOKER IN THE WHOLE WESTERN HEMISPHERE! BUT I CAN'T CONVINCE AUNT MAY!

AND YET--IF IT MAKES HER HAPPY TO MOTHER ME, WHAT'S THE HARM? SHE DESERVES A LITTLE PLEASURE!

SHE NEVER HAD A CHILD OF HER OWN! MAYBE THAT'S WHY SHE ALWAYS LAVISHED SO MUCH LOVE ON ME--AFTER MY FOLKS DIED!

"BUT SHE HERSELF--HAS BEEN SO FRAIL--SO DANGEROUSLY ILL THESE PAST MONTHS--"

"--THAT THE LEAST I CAN DO IS HUMOR HER NOW--ANYTHING, TO KEEP HER FROM WORRYING!"

BUT--TO STAY IN BED WHEN YOU FEEL LIKE YOU CAN LICK TIGERS--MAN, WHAT A DRAG!

I'D LIKE TO PHONE GWENDY --BUT HOW COULD I EXPLAIN THIS DEAL?

HOWEVER, PETE IS DESTINED TO SPEND LESS TIME IN BED THAN HE EXPECTS! FOR, AT THAT VERY MOMENT--

WHEW! I'LL BE GLAD WHEN THIS JOB'S DONE!

YEAH! IT'S SCARY BEIN' A NURSEMAID TO A JAR OF DEADLY, LIVE BACTERIA!

WELL, WE WON'T HAVE TO *WORRY* ABOUT IT MUCH LONGER!

*LITTLE DOES THE JITTERY GUARD REALIZE HOW **FATEFUL** HIS REMARK WILL PROVE TO BE--*

FIRST THING I'M GONNA NEED IS *MONEY!*

THAT CASE MUST BE WORTH *PLENTY* IF THEY'RE *GUARDING* IT THAT WAY!

SO HERE'S WHERE THE *KANGAROO* SHOWS WHAT HE'S *MADE* OF--!

LOOK OUT! SOME NUT'S *ATTACKING* US!

NO GOOD! I MOVED TOO *SLOW*--GAVE THEM TIME TO DRAW THEIR *GUNS!*

WHERE'D HE *GO?* HE WAS STANDING-- RIGHT IN *FRONT* OF US!

UP *THERE*-- OVER OUR *HEADS*--!!

IMPOSSIBLE!! NOBODY CAN--

UNHHH!

I'M NOT *NOBODY!*

I'M THE *KANGAROO!*

DIDN'T THINK I'D LEAP *BACK* SO FAST--AND TAKE YOU BY *SURPRISE,* HUH?

NOW HAND OVER THAT *CASE,* LITTLE MAN!

NO! NO! YOU *CAN'T* TAKE THAT-- YOU *MUSTN'T!*

NO? THEN TRY'N STOP ME!

WAIT! WAIT! YOU DON'T UNDERSTAND--!

COME BACK, YOU FOOL! COME BACK!

LET HIM YELL! NO ONE CAN STOP ME NOW!

THIS MONEY IS ALL I NEED!

THONG!

BTANG!

BUT I BETTER GET OFF THE STREETS--

--BEFORE THEY CAN TRACK ME DOWN!

THEY'LL NEVER FIND ME THERE-- AMONG THE ROOF-TOPS!

NOW TO SEE WHAT'S IN THIS THING!

IT ISN'T MONEY! IT'S SOME KINDA METAL VIAL! MUST HOLD JEWELS OR SOMETHING!

BLAST IT! JEWELS'LL TAKE TOO LONG TO SELL! I NEED CASH-- AND I NEED IT NOW!

SO I'LL PUT IT AWAY TILL LATER--WHILE I GET READY TO STRIKE AGAIN!

BUT, WHERE DOES SPIDEY FIT INTO THIS? WE'LL BET YOU'VE GUESSED BY NOW--

THE DRUGGIST GAVE ME SOME COLD SERUM FOR--PETER!

WHAT ARE YOU DOING OUT OF BED?

I, EH, WAS JUST WATCHING TV, AUNT MAY!

BUT, THIS ROOM IS SO DRAFTY YOU'D BETTER TAKE YOUR MEDICINE RIGHT AWAY!

WE INTERRUPT THIS PROGRAM TO BRING YOU AN URGENT BULLETIN--

HOLD IT, AUNT MAY! WE'D BETTER HEAR THIS!

A VIAL OF DEADLY, EXPERIMENTAL BACTERIA HAS JUST BEEN REPORTED STOLEN--

THE THIEF IS STILL AT LARGE --SOMEWHERE IN MID-TOWN!

--IF THE LID SHOULD BE OPENED, IT COULD UNLEASH A PLAGUE THRUOUT THE CITY!

WE APPEAL TO THE KANGAROO-- TO RETURN IT IMMEDIATELY-- BEFORE IT'S TOO LATE!

THOUSANDS MIGHT DIE! I CAN'T SIT BACK--AND DO NOTHING!

AUNT MAY--I SUDDENLY FEEL--VERY WEAK--DIZZY! I-I'VE GOT TO GET BACK TO BED!

OF COURSE, DEAR! IT MUST HAVE BEEN THE TV THAT UPSET YOU!

SHE'S RIGHT! --BUT NOT THE WAY SHE THINKS!

BUT, MINUTES LATER--AFTER HIS DOTING AUNT HAS TIP-TOED OUT--

NOW--WITH A LITTLE BIT OF LUCK, MY *SPIDER SENSE* MAY HELP ME *ZERO IN* ON HIM!

FIRST, I'LL LEAVE A *WEB DUMMY* HERE IN THE BED--

IN CASE *AUNT MAY* LOOKS IN ON ME LATER!

IN THE DIM LIGHT--COVERED BY BLANKETS--IT OUGHTTA DO THE TRICK!

AND NOW I'VE GOT TO *SEARCH*--AS I'VE *NEVER* SEARCHED BEFORE!

I'M GUESSING THAT A *HIGH-JUMPER* LIKE HIM WILL PROBABLY TAKE TO THE *ROOFTOPS*--

--AND IF HE *DOES*--

THEN *SPIDER-MAN'S* SURE TO FIND HIM!

IT'S NEARLY *DAWN!* I'VE BEEN SEARCHING FOR *HOURS!*

BUT I *CAN'T* GIVE UP--I *CAN'T!*

THAT *TERRACE* BELOW--ALL *LIT UP!* MUST BE A GREAT *PARTY* TO HAVE LASTED SO LONG!

BUT *WAIT!* WHY'S MY *SPIDEY SENSE* STARTING TO TINGLE?

I THOUGHT I HEARD --A MUFFLED *SCREAM!*

I HIT *PAY DIRT!* IT'S *HIM!*

I'VE *FOUND* THE KANGAROO!

DON'T ANYBODY *MOVE!* I WANT YOUR *CASH*-- AND I WANT *ALL* OF IT! HAND IT OVER-- *NOW*--WHILE YOU STILL *CAN!*

DO AS HE *SAYS!* GIVE HIM-- WHAT HE *WANTS!*

HE MUST HAVE *REALIZED* THE VIAL IS *WORTHLESS* TO HIM--SO NOW HE'S AFTER COLD *CASH!*

BUT--WHAT IF HE'S STILL *CARRYING* IT-- UNAWARE OF THE *DANGER??*

KANGAROO --WAIT! LISTEN TO ME--!

SOMEONE IN *COSTUME*-- COMING TO *ATTACK* ME!

I *RECOGNIZE* HIM! IT'S *SPIDER-MAN!*

OH *NO* YOU DON'T! *NO ONE* TRAPS THE *KANGAROO* SO EASY!

HOLD IT! I'M NOT *TRYING* TO TRAP YOU!

YOU THINK I WAS BORN *YESTERDAY?*

NO ONE'S CHEATING ME OUT OF THIS *HAUL!*

HOW CAN I *REASON* WITH HIM? HE WON'T *LISTEN!*

NOW WATCH HOW A *KANGAROO* CAN SQUASH A SKINNY *SPIDER--!*

UMMMPFF! YOU--MOVED *FASTER*--THAN I FIGURED!

BUT *NEXT* TIME I'LL *NAIL* YOU!

HE'S CARRYING THE *VIAL*-- I CAN *SEE* IT!

HE'S WIDE OPEN FOR A FAST *RIGHT*-- BUT I DON'T *DARE!*

MY BLOW MIGHT LOOSEN THE *VIAL!* CAN'T *CHANCE* IT!

KANGAROO-- *LISTEN* TO ME! I HAVE TO *WARN* YOU ABOUT SOMETHING--!

SAVE YOUR *BREATH,* YANK! I'M *THRU* LISTENING --TO *ANYONE!*

THEY CALLED ME A *FREAK* --MADE ME A *CRIMINAL!*

THAT'S HOW THEY *WANT* IT--IT'S HOW IT'LL *BE!*

I--*HESITATED* TOO LONG! --NO TIME-- TO DODGE HIS BLOW--!

WHEW!-- A BLOW LIKE THAT MIGHT HAVE FINISHED A NORMAL MAN!

BUT, WHAT DO I DO NOW? HOW DO I FIGHT SOMEONE WHEN I'M AFRAID TO HIT HIM?

--AFRAID THE FORCE OF MY BLOW WILL OPEN THE VIAL-- AND CAUSE A DEADLY PLAGUE!!

HE'S LEAVING! BUT--WHY? HE HAD SPIDER-MAN BEATEN!

LEAVING? DON'T COUNT ON IT, YOU FOOLS!

I WAS JUST PREPARING ANOTHER ATTACK-- AS ONLY THE KANGAROO CAN!

I CAME HERE FOR MONEY-- AND THAT'S WHAT I'M GONNA GET!

HAVE TO MAKE MY MOVE NOW! HAVE TO STOP HIM-- SOMEHOW!

MAYBE A BACKHAND SMASH WON'T JAR HIM TOO MUCH! I'VE --GOT TO CHANCE IT!

THWIP!

CAUGHT HIM OFF-BALANCE! HE FELL!

BUT--WHAT IF--THE VIAL WAS SMASHED-- BY THE FALL?

IT'S--TOO NERVE-WRACKING--TO EVEN CONSIDER!

YOU CAUGHT ME BY SURPRISE! I THOUGHT YOU WERE BEATEN!

THIS TIME --I'LL MAKE SURE YOU'RE PROPER FINISHED!

THE VIAL--I CAN SEE IT! THE VIBRATION LOOSENED IT--BUT IT'S STILL INTACT!

BUT--IF HE MAKES ANY SUDDEN MOVES--THEN ANYTHING CAN HAPPEN!

AND YET--HOW AM I GOING TO STOP HIM??

I'VE NEVER BEEN IN A SPOT LIKE THIS!

AND, THERE'S STILL ANOTHER SPOT THAT OUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER ISN'T IN! NAMELY--

I HATE TO WAKE THE DEAR BOY, BUT IT'S TIME FOR HIS MEDICINE AGAIN!

PETER? MY! I'VE NEVER KNOWN YOU TO SLEEP SO SOUNDLY BEFORE!

THE FLU BUG MUST HAVE CERTAINLY TIRED YOU OUT!

PETER!

SUDDENLY, THE ROOM SEEMS TO SPIN AROUND THE STARTLED WIDOW, AS A FLOOD OF MERCIFUL UNCONSCIOUSNESS ENVELOPS HER--

AND THEN, A DEEP AND FATEFUL SILENCE PERVADES THE SHADOWY ROOM ONCE MORE--

MEANWHILE, BACK ON THE TERRACE--

NO! WAIT! TAKE IT EASY--!

BEGGIN' FOR MERCY ISN'T GONNA HELP YOU NOW!

I'M NOT BEGGING, YOU FOOL! IF THAT VIAL SHOULD POP OPEN-- UNNHHHH!

BLOOK!

THWIK!

OKAY, MISTER-- THIS IS IT!

I TRIED REASONING WITH YOU--

BUT IF YOU WANNA DO IT THE HARD WAY--!

H-HOW'D YOU DO THAT???

HE'S REACTING AS I *HOPED* HE WOULD--KICKING OUT IN *REFLEX* ACTION!

NOW-- EVERYTHING DEPENDS ON MY SPLIT-SECOND *TIMING--!*

HAVE TO SWING *BELOW* HIS CHARGE-- AND *GRAB* HIM--IN A SUDDEN *LEG-LOCK!*

UPPER

NOW TO SWING YOU OUT OVER THE STREET --AND *SHAKE* YOU--

THERE IT *IS!* IT'S *FALLING!*

BUT NOT FOR *LONG!*

THWIP!

MY LUCK HELD *OUT!* IT DIDN'T *OPEN!*

I'LL SQUEEZE IT EVEN *TIGHTER--* WITH MY *FINGERS!*

BACK UPSTAIRS, KANGY! THE PARTY'S *OVER!*

HOW ABOUT THAT? HE'S TAKING OFF AGAIN!

WELL, LET HIM GO! MY FIRST JOB IS TO GET THIS VIAL SAFELY BACK WHERE IT BELONGS!

HE'S SURE TO HOP INTO THE ARMS OF THE LAW SOONER OR LATER, ANYHOW!

AND HERE COMES THE CAVALRY-- RIGHT ON SCHEDULE!

THE KANGAROO GOT AWAY-- BUT LOOK --THERE'S SPIDER-MAN!

IN HIS HAND --HE'S GOT THE VIAL!

STOP RIGHT THERE!

COOL IT, GROUP! I'M ON YOUR SIDE!

I'LL LEAVE IT RIGHT HERE!

THE CANNISTER-- QUICKLY! HOLD IT STEADY-- THAT'S IT!

WAS IT SPIDER-MAN WHO GOT IT BACK FOR US?

HOW DO WE KNOW HE DIDN'T TRY TO GET IT FOR HIMSELF--

--THEN GOT COLD FEET WHEN YOU SHOWED UP?

NUTS! IF I FOUND A WAY TO STOP WAR, CRIME, AND ILLNESS--

--THERE'D STILL BE SOMEONE TO SAY I DID IT FOR A SELFISH REASON!

HOLY SMOKE! I NEARLY FORGOT-- AUNT MAY!

I LEFT HER AT HOME-- WITH A WEB-DUMMY IN MY ROOM!

IF SHE SHOULD DISCOVER IT--BEFORE I RETURN!

NO! I MUSTN'T EVEN-- THINK OF THAT!

BUT THEN--UPON REACHING THE QUIET HOUSE--

NO!

SHE--SHE ISN'T DEAD!! SHE--CAN'T BE!

IF--SHE WERE-- MY SPIDER-SENSE WOULD TINGLE MORE!

SHE MUST HAVE JUST-- FAINTED!

IT WAS A SUDDEN SHOCK THAT CAUSED IT!

--THE SHOCK OF FINDING THE WEB-DUMMY IN MY PLACE!

IF--SHE DOESN'T RECOVER--THEN THE FAULT WILL AGAIN BE--MINE!

AUNT MAY! AUNT MAY! OPEN YOUR EYES--PLEASE--PLEASE OPEN YOUR EYES!

IT'S ME--PETER! YOU'LL BE ALL RIGHT--YOU HAVE TO BE ALL RIGHT!

PETER...

IS IT YOU, DEAR? IS IT--REALLY YOU?

OF COURSE, AUNT MAY! EVERY-THING--IS ALL RIGHT!

WHEN I SAW--THAT HORRIBLE THING IN YOUR ROOM--I--I DIDN'T KNOW--WHAT TO THINK!

HAVE TO SET HER FEARS TO REST--FORCE HER TO RELAX--TO FORGET!

WHAT THING, AUNT MAY? THERE'S NOTHING HERE!

OF COURSE! I SHOULD HAVE KNOWN! IT WAS JUST--AN OLD WOMAN'S--FOOLISH IMAGINATION!

I MUST BE GETTING--SENILE! STARTING TO SEE THINGS!

WHAT HAVE I DONE? WHAT HAVE I DONE--??

NOW--I'VE MADE HER DOUBT--HER OWN SANITY!

PETER! WHAT IS IT? WHAT'S WRONG, DEAR?

THE LONGER I CARRY ON--AS SPIDER-MAN...THE MORE HEART-BREAK IT SEEMS TO CAUSE!

NOTHING, AUNT MAY! NOTHING... AT ALL!

THIS TIME... I WAS LUCKY!

BUT--HOW MUCH LONGER--CAN MY LUCK HOLD OUT?

HOW MUCH LONGER--BEFORE THE SHADOW OF SPIDER-MAN--DESTROYS US ALL?

NEXT ELECTRO!

SPIDER-MAN

15¢ CC

82 MAR

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

EXIT

EXIT

WEO

AND THEN CAME ELECTRO!

THE AMAZING SPIDER-MAN!™

AND THEN CAME ELECTRO!

WEARY AND DEJECTED, A BROODING YOUTH SITS MOTIONLESS IN THE SILENCE OF HIS ROOM... SADLY RELIVING THE *PAST*... NERVOUSLY *DREADING* THE FUTURE...

I CAN'T KEEP ROOMING WITH *HARRY OSBORN* WHILE *HE* PAYS MOST OF THE RENT. AND YET, WHAT ELSE CAN I DO?

HOW LONG WILL IT BE BEFORE *CAP'T. STACY* AND *JOE ROBERTSON* GUESS MY SECRET IDENTITY?

ONE SMALL MISTAKE...ONE CARELESS SLIP... AND *J. JONAH JAMESON* WILL EXPOSE ME TO THE ENTIRE WORLD.

IS IT FAIR TO EXPECT *GWEN STACY* TO LOVE ME... WHEN I CAN'T BRING MYSELF TO TELL HER WHO I REALLY *AM*?

HOW CAN I EVER PAY OFF ALL OF OUR *DEBTS*?

$ BILL BILL BILL

SOONER OR LATER, MY DANGEROUS DOUBLE LIFE MAY CAUSE A FATAL SHOCK TO POOR *AUNT MAY*.

WHAT'S WRONG WITH ME THAT I CAN'T GET ALONG WITH REGULAR GUYS LIKE *FLASH THOMPSON*?

PRODUCED AND PRESENTED BY:

STAN LEE
JOHN ROMITA
JIM MOONEY

LETTERING: SAM ROSEN

NUTS! I'LL BE A CANDIDATE FOR A SHRINKER IF I KEEP PITYING MYSELF THIS WAY.

BETTER SNAP OUT OF IT. I COULDN'T EVEN AFFORD A PSYCHIATRIST.

MAN! DO I FEEL DOWN.

THE ONLY STROKE OF LUCK I'VE HAD LATELY WAS LAST NIGHT---

-- WHEN I CONVINCED AUNT MAY SHE ONLY IMAGINED SEEING THE WEB DUMMY I LEFT IN MY ROOM.*

*IT HAPPENED LAST ISH, TO BE EXACT. --S.

SO, I GOT MYSELF OFF THE HOOK BY MAKING HER THINK SHE WAS SEEING THINGS.

BY FORCING MY OWN AUNT TO START DOUBTING HER SANITY.

WHICH MAKES ME LOWER THAN---UH OH ---THE BELL.

RINNGG

MRS. WATSON... AND MARY JANE. I-- I THOUGHT YOU WERE STILL IN FLORIDA.

AND WAS IT EVER A GROOVE, PETEY-O.

WE TOOK THE VERY FIRST PLANE...AS SOON AS I HEARD THAT MAY WAS AILING AGAIN!

NOW THAT SHE'S HERE TO LOOK AFTER AUNT MAY, I'LL BE ABLE TO GET BACK TO MY OWN PAD.

DON'T WORRY ABOUT A THING, PETER. I'LL SOON HAVE HER RIGHT AS RAIN.

HERE, P.P. ...GWEN WANTS YOU TO CALL HER.

HI, GWENDY. WHAT? THE FARE-WELL DINNER FOR FLASH? OH, I-- HAD ALMOST FORGOTTEN.

WE WON'T LET YOU FORGET, MAN. CAN'T HAVE THE BASH, 'LESS EVERYONE CHIPS IN.

WELL, LOVER... I JUST WANTED TO REMIND YOU NOT TO SPEND YOUR EXTRA MONEY ON FRIVOLOUS THINGS LIKE YACHTS AND CADILLACS!

AND REMEMBER... MJ IS OFF-LIMITS TO GWENDOLYN'S GUY.

I'VE GOTTA SCARE UP SOME BREAD FOR FLASH'S PARTY SOMEHOW.

SEE YOU LATER, LADY. I HAVE TO RUN.

MMMM... I'D BETTER CHECK MY MOUTH-WASH.

WOW, I'M **FLATTER** THAN JOLLY JONAH'S **TOP KNOT!**

THERE'S JUST **NO** WAY FOR PENNILESS PARKER TO RAISE THE **CASH** HE NEEDS FOR FLASH'S GOING-AWAY PARTY.

BUT, IT'S JUST **POSSIBLE** THAT MY WALL-CRAWLING **ALTER EGO** MAY HAVE A **BETTER** CHANCE.

ANYWAY, THERE'S NO HARM IN **TRYING.**

BUT, A HALF-HOUR LATER...

MY LUCK'S RUNNING TRUE TO FORM ...ALL **BAD.**

I HAVEN'T SPOTTED A SINGLE **CRIME** TO PHOTOGRAPH.

WHENEVER I NEED A **BAD GUY**...THE WHOLE WORLD'S **SIMON PURE.**

OH **NO!** WHO NEEDED THAT **CHIMNEY** TO SUDDENLY START **BELCHING?**

NOW I'M NOT ONLY THE **POOREST** WEB-HEAD AROUND... BUT THE **DIRTIEST.**

A TYPICAL FUN HOUR IN FUN CITY...AND ALL I'VE GOT TO **SHOW** FOR IT IS A GRIMY **COSTUME.**

IF ONLY I HAD TAKEN SOME PICTURES OF THE **KANGAROO** WHILE WE WERE FIGHTING...*

BUT **LITTLE MARY SUNSHINE** OVER THERE ISN'T PAYING OFF FOR **IFS, ANDS** OR **BUTS.**

...SO JUST KEEP **SWINGIN'** ALONG, SPIDEY.

*LAST ISH, ALSO. SEE WHAT YOU MISSED? ...STAN.

ALL I CAN DO *NOW* IS HEAD FOR THE *APARTMENT*...

...AND HOPE I'VE GOT A FEW *DOLLARS* STASHED AWAY THAT I MAY HAVE *FORGOTTEN* ABOUT.

WELL, THIS *REALLY* SINKS IT. I CAN'T GO IN *NOW*... DRESSED LIKE *THIS*.

WONDER WHY HARRY'S SHAVING OFF HIS *FU MANCHU?*

MAYBE IT JUST DIDN'T GRAB *MARY JANE!*

WELL, I'LL UNLOAD MY *CLOTHES*, AND GET BACK ON MY *WEB*.

IF I SWING AROUND *LONG* ENOUGH, I'M BOUND TO RUN INTO *SOMETHING*.

ALTHOUGH, WITH *MY* LUCK, IT'LL PROBABLY BE A BRICK *WALL*.

SAY...*WAIT* A MINUTE...

NETWORK TV! WHY DIDN'T I THINK OF IT *BEFORE?*

WHERE CAN THEY EVER FIND A GROOVIER *GUEST STAR* THAN *ME?*

GOOD NEWS, GENTS. YOU'RE LOOKING AT THE ANSWER TO YOUR *PRAYERS*.

SPIDER-MAN!

T.V.G

FORGET ABOUT SPIDER-MAN, THE WEB-SLINGER. THINK OF ME AS SPIDEY, THE PERFECT PANELIST.

CAN YOU PICTURE THE RATINGS OF CARSON, BISHOP, OR GRIFFIN WITH ME ON THEIR SHOW?

HE'S RIGHT. WITH A GUEST LIKE HIM, WE'LL PULVERIZE THE OTHER NETWORKS.

BUT... THINK OF THE DANGER, JB.

HE MAY BE AN IMPOSTOR! A RIVAL NETWORK MAY BE PLANTING HIM HERE.

WOULD THE REAL SPIDER-MAN WEAR SUCH A GRUBBY COSTUME?

LOOK, BIG MOUTH... I DON'T GO AROUND CRITICIZING YOUR THREADS. NOW MAKE NICE TO THE MAN.

HE'S LIFTING YOU... WITH ONE HAND... WITHOUT EVEN STRAINING!

PUT ME DOWN. PUT ME DOWN.

I'M CONVINCED ... I'M CONVINCED ... YOU'RE SPIDER-MAN.

WHAT IF THE AUDIENCE RAZZES HIM? HE'LL DESTROY THEM.

DON'T MIND HIM... HE'S PAID TO WORRY.

FIRST THING WE HAVE TO DO NOW IS DRAW UP A CONTRACT FOR YOU.

OH, THE LAWSUITS WE'LL HAVE.

WILL IT TAKE LONG?

YOU'LL JUST HAVE TO ANSWER A FEW QUESTIONS..

WE'LL NEED YOUR SOCIAL SECURITY NUMBER... MAILING ADDRESS... SIGNATURE..

YOU'VE GOTTA BE KIDDING. HOW COME YOU DON'T ASK FOR MY BLOOD TYPE, ALSO?

DON'T RILE HIM, SEYMOUR... DON'T RILE HIM-

JB... WE'VE GOT TROUBLE.

ONE OF THE HIGH VOLTAGE CABLES... IT'S SHORTING OUT.

STAY BACK... IF YOU TOUCH IT... YOU'RE DEAD!

CALL MAINTAINANCE THEY HAVE TO SHUT THE POWER OFF.

WE CAN'T. IT'LL CUT THE WHOLE NETWORK OFF THE AIR.

WOULD YOU RATHER HAVE SOMEONE GET KILLED?

KEEP YOUR *SHIRTS* ON. ALL WE GOTTA DO IS THROW THIS *CIRCUIT BREAKER.*

STAY *AWAY* FROM THERE, DILLON---

THAT'S GOT ENOUGH *VOLTS* RUNNING THRU IT TO STOP AN *ARMY!*

DON'T DILLON! DON'T *TOUCH* IT!

YOU.. YOU *DID* IT! AND YOU'RE STILL *STANDING.* BUT *HOW,* DILLON---*HOW?*

MAYBE IT'S 'CAUSE I'M WEARIN' *RUBBER SOLES.*

NO... IT'S *IMPOSSIBLE!* ALL OF THAT *CURRENT...*

SO WHY AIN'T I *DEAD?*

IT'S *ALL RIGHT* NOW, JB. I DON'T KNOW *HOW*--- BUT THAT NEW *ELECTRICIAN,* MAX DILLON, MANAGED TO FIX THE SHORT.

AWRIGHT, AWRIGHT. GIVE HIM A FIVE BUCK *RAISE...*

--AND GET EVERYONE BACK TO *WORK.*

MAX DILLON--- I FEEL LIKE I'VE HEARD THAT NAME *BEFORE.*

FORGET IT, PAL. YOU'RE PROBABLY THINKING OF THE MARSHAL IN *GUNSMOKE.*

NOW C'MON--- WE'VE GOT SOME *BUSINESS* TO DISCUSS.

WAS IT MY *IMAGINATION...* OR DID MY *SPIDER-SENSE* TINGLE WHEN DILLON *LOOKED* AT ME?

FIRST THING YOU'LL NEED IS A GOOD *AGENT.*

NOW I'VE GOT A *BROTHER-IN-LAW---*

IF I KNEW *SPIDER-MAN* WAS HERE, I WOULD'A BEEN MORE *CAREFUL.*

BUT I DIDN'T THINK I HAD ANYTHING TO *WORRY* ABOUT FROM THOSE *OTHER* SLOBS!

ANYWAY, I HAD A *CHANCE* TO TEST MY *POWER* AGAIN.

BUT I *STILL* GOTTA LAY LOW A WHILE LONGER--- TILL MY PLANS ARE *RIPE*...TILL *ELECTRO* IS READY TO *STRIKE* ONCE MORE.

AND THEN---NOT EVEN *SPIDER-MAN'LL* BE ABLE TO *STOP* ME.

FOR THOSE OF YOU ***NEW*** TO THE ANNALS OF SPIDER-DOM, ***ELECTRO*** FIRST GAINED HIS UNCANNY POWER---

...WHEN MAX DILLON, AN ORDINARY ***LINEMAN,*** WAS STRUCK BY ***LIGHTNING*** WHILE REPAIRING SOME HIGH-TENSION ELECTRIC WIRES...

DUE TO A ONE-IN-A-BILLION SET OF CONDITIONS, THE ACCIDENT GAVE HIM TOTAL ***MASTERY*** OVER THE POWER OF ELECTRICITY---

...MASTERY ENOUGH TO DEFEAT OUR HERO DURING THEIR FIRST EPIC BATTLE--- IN ISH #9.

IT WAS ONLY DUE TO ELECTRO'S OWN ***OVER-CONFIDENCE*** THAT SPIDEY WAS FINALLY ABLE TO TURN DEFEAT INTO VICTORY---

LATER, THE WEB-SPINNER SCORED ONCE AGAIN BY ***GROUNDING*** HIMSELF WITH A WIRE WHICH HE HASTILY ATTACHED TO HIS LEG. *

* IN THE ***SPIDER-MAN ANNUAL #1***, REMEMBER? --- STAN.

THE ***NEXT*** TIME WE MEET, ***ELECTRO*** ISN'T GONNA MAKE ANY MISTAKES. ***NEXT*** TIME I'LL --- UH OH---

MY BLASTED ***PAROLE OFFICER'S*** WAITIN' FOR ME.

HELLO, DILLON.

YOU NEVER ***FORGET,*** DO YA?

JUST WANTED TO ***TELL*** YOU THAT I HEARD ABOUT YOUR ***HEROISM*** AT THE TV STUDIO.

IT'S A GOOD ***BEGINNING,*** DILLON. KEEP UP THE GOOD WORK--- AND I'LL SEE YOU NEXT MONTH.

YEAH-- YEAH-- SURE. YOU ***DO*** THAT, MISTER.

SMUG ***PUNK.*** I'D LIKE TO WIPE THAT ***SMILE*** OFF HIS FACE.

BUT I GOTTA PLAY IT **COOL**... TILL THE TIME COMES.

WHEN I'M READY TO GO BACK INTO ACTION... AS **ELECTRO** AGAIN... **NOBODY'S** GONNA PUSH ME AROUND. **NOBODY!**

ZZK!

THIS IS **J. JONAH JAMESON,** WITH THE DAILY BUGLE'S TV **EDITORIAL** FOR TONIGHT...

WE'VE JUST LEARNED THAT **SPIDER-MAN** WILL BE A GUEST ON THE **MIDNIGHT TALK SHOW**...

ON BEHALF OF THE **DECENT ELEMENT** IN THIS CITY... OR WHAT'S **LEFT** OF IT... MY NEWSPAPER **PROTESTS** THIS OUTRAGE!

WE MUST NOT ALLOW A LAWLESS, MASKED **CRIMINAL** TO BE GLAMORIZED AND PUBLICIZED ON FAMILY TV.

THAT PUBLIC ENEMY MUST BE **JAILED** ... NOT **HAILED!**

YOU TELL 'EM, FLAT-HEAD.

HEY... **WAIT** A MINUTE. THIS MAY BE THE **CHANCE** ELECTRO'S BEEN **WAITIN'** FOR.

I'M BETTIN' THAT CREEP **JAMESON'LL** PAY A **BUNDLE** TO ANYONE WHO **UNMASKS** THE WEB-SPINNER RIGHT ON TV--- WITH EVERY-ONE **WATCHIN'.**

AND THE GUY WHO **DOES** IT WON'T EVEN BE BREAKIN' THE **LAW.**

IT'LL BE TWO BIRDS WITH **ONE BOLT.**

I'LL BE **PAID** FOR GETTIN' MY REVENGE ON **SPIDER-MAN.**

SECONDS LATER...

IT'S BEEN A *LONG* TIME SINCE ELECTRO MOVED THRU TOWN BY HARNESSING THE POWER OF *ELECTRIC CABLES*...

BUT I'M AS *GOOD* AT IT NOW AS I *EVER* WAS.

MEANWHILE, A PENSIVE *PETER PARKER* MOVES ALONG AT HIS OWN PRAGMATIC PACE...

THEY WOULDN'T PAY ME IN *ADVANCE* FOR PROMISING TO APPEAR ON THEIR SHOW.

GUESS I CAN'T *BLAME* THEM. WHY SHOULD THEY *TRUST* SPIDEY?

BUT I'M *SICK* OF BEING SO *BROKE* ALL THE TIME. IF ONLY...

COMING *IN*, PETER... OR DO YOU JUST HAVE A THING ABOUT RINGING *DOORBELLS*?

OH... *HI*, GWEN.

SORRY, PRETTY GIRL. GUESS I WAS A LITTLE *PRE-OCCU-PIED!*

THAT'S OKAY, MR-P. A GIRL CAN'T TAKE *TOO* MUCH OF ALL THIS FLAMING *PASSION*, ANYWAY!

HELLO, PETER. HAVE YOU HEARD THE NEWS ABOUT *SPIDER-MAN* BEING SCHEDULED FOR A TV APPEARANCE?

OUR FRIEND *JAMESON* IS HAVING *CONNIPTIONS* ABOUT IT!

SORRY, DAD. THIS SCINTIL-LATING LAD IS *MINE* TONIGHT!

HMMM... I *SUSPECTED* AS MUCH-

THE MOST *BEAUTIFUL* FEMALE IN TOWN... AND I CAN'T EVEN AFFORD TO TAKE HER IN A *TAXI*. *NUTS!*

REMEMBER, PETE... FLASH MUSTN'T *SUS-PECT* THAT WE'RE PLANNING A *PARTY* FOR HIM.

WHAT'LL I *DO* WHEN I HAVE TO CHIP IN?

THERE *MUST* BE A WAY TO... *UH OH!* HOPE GWEN DIDN'T NOTICE I CRACKED THE *PORCELAIN*.

FINALLY, AT THE EVER-POPULAR *COFFEE BEAN*...

HI, GWENDY. COULDN'T GET A *DATE* TO-NIGHT, HUH?

COME *OFF* IT, SOLDIER. WITH *PETER* ON MY ARM, I FEEL LIKE A *SWEEP-STAKES WINNER*.

MMMM... IF YOU'RE ALL *THAT* GROOVY, MAYBE YOU DESERVE *MARY JANE.*

WHEN WOULD YOU *LIKE* HIM, DEAR? BEFORE OR *AFTER* I PULL YOUR *HAIR* OUT?

LOOK, GORGEOUS... IF YOU'RE IN THE MOOD TO PICK UP *STRAYS,* HOW ABOUT *ME?*

WE CAN *STILL* KEEP PUNY PARKER AROUND FOR *LAUGHS!*

THAT *DOES* IT, WISE GUY. IF YOU THINK YOUR *UNIFORM* GIVES YOU THE RIGHT TO...

CLAM UP, CHOWDER-HEAD, BEFORE I GIVE YOU A *KNUCKLE SANDWICH* TO CHEW ON.

PETE... FLASH... STOP IT.

I'VE GOTTA TAKE *OFF.* I'M SO *UP-TIGHT,* THAT THE SLIGHTEST *REMARK* COULD MAKE ME BLOW MY STACK.

HEY, PETE...C'MON *BACK,* BOY. FLASH WAS ONLY CLOWNIN' AROUND!

THERE'S SOMETHING *WORRYING* HIM. HE HASN'T BEEN HIMSELF ALL NIGHT.

YEAH... I *NOTICED* THE IMPROVEMENT.

FACE IT, GWEN. YOU'RE JUST HARD TO *TAKE.*

WHILE, DIRECTLY ACROSS TOWN...

YOU *HEARD* ME, ROBBIE! I WANT A FRONT PAGE *EDITORIAL* IN EVERY ISSUE...BLASTING *SPIDER-MAN.*

HE'S NOT GUESTING ON ANY TV TALK SHOW IF THE *BUGLE* CAN STOP IT.

NEVER *MIND* FREEDOM OF THE AIRWAVES. *I'M* THE BOSS HERE.

THAT'S WHY I CAME TO *SEE* YOU, JAMESON. 'CAUSE YOU'RE THE *BOSS.*

WHO IN BLUE BLAZES IS *THAT?*

NOBODY COMES INTO MY PRIVATE OFFICE UNLESS I *SAY* SO.

THEN *SAY* SO, MISTER. LET'S NOT STAND ON *CEREMONY.*

ELECTRO!

WHEN *ELECTRO* TALKS, PEOPLE *LISTEN*...AND THAT GOES FOR *YOU* TOO, JAMESON.

ELECTRO! I--I DIDN'T KNOW YOU WERE OUT OF JAIL.

STAY BACK! DON'T TOUCH ME WITH THOSE SPARKS.

RELAX, MISTER. NOBODY'S HURTIN' YOU.

I JUST CAME HERE TO ASK YOU SOMETHING---

I HEARD WHAT YOU SAID ABOUT SPIDER-MAN ON TV.

WHAT WOULD IT BE WORTH TO YOU...TO HAVE HIM BEATEN AND UNMASKED ...RIGHT ON THAT SHOW?

YOU MEAN... YOU WOULD DO IT...FOR A PRICE?

YEAH. AND WITH YOUR PAPER BACKIN' ME, I'D PROBABLY GET A HERO'S MEDAL.

WHAT A STORY! WHAT A BREAK! I'LL PAY YOU A COOL THOUSAND.

MAKE IT A HOT FIVE THOUSAND.

F-FIVE THOUSAND DOLLARS?

ALL RIGHT. IT'S A DEAL. IT'LL BE WORTH IT TO ME.

AND NO TRICKS, BRILLO-HEAD.

I'LL BE BACK... FOR THE DOUGH.

IT'S TOO GOOD TO BE TRUE. I'D HAVE PAID TWENTY GRAND.

ANYTHING TO STAMP OUT THAT WALL-CRAWLING WEASEL FOREVER.

I CAN SEE THE HEADLINES NOW... "HEROIC PUBLISHER SQUASHES SPIDER-MAN!"

AND, ON THAT JOYOUS NOTE, WE TURN ONCE AGAIN TO OUR PROBLEM-RIDDEN PETER PARKER...

PETER--- WAIT. WHAT IS IT? WHAT'S WRONG?

IT'S GWEN. WHAT CAN I TELL HER? HOW DO I EXPLAIN?

MAYBE... I OUGHTTA TRY TO TELL THE *TRUTH* FOR A CHANGE... AND SEE HOW IT *FEELS.*

WHAT'S *UPSETTING* YOU, PETER? *TELL* ME... IS IT.. IS IT SOMETHING *I'VE* DONE?

YOU? OH *NO,* GWENDY... *NO.*

IT'S JUST THAT EVERYTHING IN MY LIFE... SEEMS TO BE GOING *WRONG.*

MY *GRADES* HAVE SLIPPED... *AUNT MAY'S* STILL WEAK...

IS THAT *ALL,* PETER?

NO... THERE'S YOU AND ME. HOW DO YOU THINK I *FEEL*... BEING TOO *BROKE* TO WINE AND DINE YOU THE WAY I *SHOULD?*

WHY SHOULD SOMEONE LIKE YOU BE STUCK... WITH A SHNOOK LIKE *ME?*

DON'T *SAY* THAT!

I DON'T *CARE* HOW MUCH *MONEY* YOU HAVE. YOU'RE THE *BEST* THING THAT EVER *HAPPENED* TO ME.

THIS IS IT. *NOW'S* THE TIME TO FINALLY CONFESS WHAT'S *REALLY* GNAWING AT ME...

WHY CAN'T I *DO* IT? WHY CAN'T I *TELL* HER... ABOUT *SPIDER-MAN?*

OKAY, HONEY. I'LL STOP FEELING *SORRY* FOR MYSELF.

AND I'LL *HELP* YOU, MR. P.

I'D RATHER BE HERE WITH YOU... ON THIS *PARK BENCH* RIGHT NOW... THAT ANYWHERE ELSE IN THE WHOLE WIDE WORLD.

THIS IS WHY I'VE GOT TO *AMOUNT* TO SOMETHING SOME DAY.

I'VE GOT TO DO IT... FOR *GWEN*...

...FOR THE MOST *WONDERFUL* GIRL I'LL EVER KNOW.

AND, SPEAKING OF WONDERFUL PEOPLE... IT'S TIME TO VISIT *JOLLY JONAH*... JUST TWO DAYS LATER...

DON'T MISS OUR SPECIAL SHOW TONIGHT... GUEST-STARRING THE AMAZING *SPIDER-MAN*... IN *PERSON.*

TELL *JOE ROBERTSON* TO COME TO MY OFFICE.

I'VE A LITTLE *SURPRISE* FOR HIM.

YOU *SENT* FOR ME, JJ?

COME *IN*, ROBBIE. COME IN. WE'VE BOTH BEEN WORKING REAL *HARD* LATELY... SO WADDAYA SAY WE TAKE SOME TIME *OFF?*

JAMA

I ARRANGED FOR US TO SEE THE *MIDNIGHT SHOW*... IN PERSON.

I *FIGURED* YOU WOULD... SINCE *SPIDER-MAN'S* THEIR GUEST!

HE *IS?* HOW *ABOUT* THAT?

I'LL CALL *CAPT. STACY* AND ASK *HIM* TO JOIN US, TOO. WE'LL MAKE A GREAT *NIGHT* OF IT.

LEVEL WITH ME, MAN. WHAT'S THE REAL *BIT?*

JUST A FEW *LAUGHS*, M'BOY. THAT'S ALL.

YOU AND STACY ARE ALWAYS SAYING WHAT A *HOT-SHOT* THAT MASKED *MANIAC* IS.

WELL, AFTER *TONIGHT*, MAYBE YOU'LL BOTH BE CHANGING YOUR *MINDS.*

I DON'T *LIKE* IT, JJ. YOU'RE TOO *HAPPY*. THAT MEANS *TROUBLE*... FOR SOMEONE.

THAT'S WHY YOU'RE A GOOD CITY EDITOR. YOU'VE GOT A *SUSPICIOUS* MIND.

BUT, WHAT ABOUT THE GUEST STAR *HIMSELF*..?

GLAD HARRY HAS A *DATE* TONIGHT. HAVE TO GRAB MY *COSTUME.*

DIDN'T THINK THEY'D WANT ME SO *SOON.*

BUT I'D STILL BETTER *PHONE* AND CONFIRM IT.

635 FI

NO, THIS *ISN'T* A CRANK CALL. OF *COURSE* I'M SPIDER-MAN.

WHAT TIME SHOULD I SHOW UP... AND WHICH *STUDIO* DO I GO TO?

OKAY. I'LL BE THERE.

RATS! I FORGOT MY COSTUME WAS SO *DIRTY*... AND MY *OTHER* ONE IS TORN.

I'LL LOOK LIKE A *SLOB* ON COLOR TV.

WELL, THERE'S ONLY *ONE* THING TO DO.

I WASHED IT IN THE *SINK*, BUT I'LL HAVE TO USE THE *LAUNDRY ROOM* DRYER AND... *UH OH.*

I DIDN'T COUNT ON A *CONVENTION* DOWN HERE.

THERE'S A *LAUNDROMAT* DOWN THE BLOCK... BUT THERE'S BOUND TO BE *PEOPLE* THERE, TOO.

CAN'T LET 'EM SEE *PETER PARKER* DRYING HIS COSTUME.

THINK, SPIDEY... *THINK.*

AND SO, A FEW FRANTIC MINUTES LATER...

WHAT'S EVERYONE *STARING* AT?

YOU NEVER SAW A FELLA IN A *PAPER BAG MASK* BEFORE?

HARDWARE

LAUN

WASH and DRY

LET 'EM GAPE. THERE'S NO *LAW* AGAINST A GUY COVERING HIS *HEAD* UP.

AND THE MACHINE'S *SPINNING* TOO FAST FOR THEM TO RECOGNIZE MY *COSTUME.*

THEY'LL PROBABLY END UP FIGURING IT'S SOME NUTTY *SCHOOL INITIATION.*

FINALLY, AT THE *STUDIO* ITSELF, THE CAPACITY CROWD AWAITS SPIDEY'S APPEARANCE WITH BREATHLESS ANTICIPATION. ESPECIALLY *ONE* GRINNING GUEST...

GLAD WE GOT HERE *EARLY.* WOULDN'T WANNA MISS A *MINUTE* OF THIS.

NEVER KNEW YOU WERE SUCH A TV FAN, JAMESON.

ME? I'M A CULTURE-LOVER FROM *'WAY* BACK.

AND NOW... *HERE'S* *MARVINNNN...*

SPIDER-MAN ISN'T *HERE* YET. WHAT DO YOU SUGGEST WE *DO?*

MAYBE WE CAN REPLACE HIM... WITH THE *BEATLES.*

OH, I SEE. *ANOTHER* INSECT'S NAME.

THAT'S RATHER *DROLL,* I SUPPOSE.

THAT'S IT... KEEP YUKKIN' IT UP. *NONE* OF YOU KNOWS WHAT'S IN *STORE* FOR YA...

AND THAT'S JUST THE WAY I *WANT* IT.

PERHAPS HE WAS *DELAYED* ...BY A CAN OF *DDT.*

WELL, HERE *GOES.* HOPE I DON'T MAKE A *FOOL* OF MYSELF.

LOOK ...ABOVE US, IT'S *HIM.*

WHAT WERE YOU DOING UP *THERE?*

JUST HANGING AROUND.

WE'RE FRESH OUT OF *WEBS...* BUT IF YOU'LL TAKE A *CHAIR..?*

THE *FIRST* QUESTION I'D LIKE TO ASK IS... WHY DO YOU KEEP YOUR IDENTITY *SECRET?*

WELL, EH... MOSTLY IT'S BECAUSE...EH..

TELL ME, WHAT'S THE *SECOND* QUESTION?

AS YOU MAY KNOW, THE *DAILY BUGLE* HAS THREATENED TO...

WHAT *IS* IT? WHAT'S *WRONG?*

HOLD IT!

WHY'S MY *SPIDER SENSE* TINGLING?

LOOK OUT!

KRAK!

FZAP!

ELECTRO!

DILLON... THE ELECTRICIAN! NOW I REMEMBER!

I WAS TOO PREOCCUPIED TO RECOGNIZE HIM BEFORE.

OPEN THE EXITS. GET EVERYONE OUT OF HERE!

JOE! STACY! STAY WHERE YOU ARE.

I DON'T WANT YOU TO MISS WHAT'S GONNA HAPPEN TO SPIDER-MAN!

JAMESON... YOU KNEW THIS WOULD HAPPEN. YOU WERE WAITING FOR IT.

YOU BET YOUR SWEET BIPPY I WAS.

IF YOU ARRANGED THIS CONFRONTATION---IN A PLACE LIKE THIS... YOU MUST HAVE BEEN OUT OF YOUR MIND.

DIDN'T YOU THINK OF THE RISK... THE DANGER TO INNOCENT PEOPLE?

YOU CAN'T PLAY GOD, JAMESON. YOU'VE GOT TO STOP THEM.

STOP THEM? I... I CAN'T. IT'S TOO LATE.

HE'S NOT KIDDING WITH THOSE SHOCK BOLTS OF HIS.

ELECTRO'S OUT TO GET ME---BUT GOOD!

IF I CAN LEAP AT HIM *FAST* ENOUGH---RIGHT *OVER* HIS NEXT BOLT...

THAT'S *IT*, SUCKER ---COME CLOSER --- *CLOSER*---

ZZZ

HIS AIM IS *FANTASTIC.* HE'S HIT THE *CABLE* RIGHT UNDER ME.

MAYBE I CAN SLOW HIM DOWN... WITH MY *WEBBING.*

PFAK!

NO USE! HE SEVERED THE STRANDS... BEFORE THEY COULD *REACH* HIM.

BZ'HT!

STAY WHERE YOU *ARE,* AND I'LL END IT *FAST* NOW. I'M GETTING TIRED OF *TOYING* WITH YA.

THANK HEAVEN THE *AUDIENCE* CLEARED OUT... BEFORE SOME-ONE COULD GET *HURT.*

LET'S GO, J.J.

GET HIM, ELECTRO. WHAT'S *TAKING* SO LONG?

IF MY *WEBBING* CAN'T REACH HIM... I'VE GOTTA TRIP HIM UP WITH *ANYTHING* HANDY.

THAT *MIKE* SHOULD DO THE TRICK.

=*UHHH!*=

BONNK!

NOW... WHILE HE'S STILL *OFF-BALANCE...*

HAVE TO STRIKE *FAST...* BEFORE HE CAN FORCE ME TO THE *FLOOR.*

FROM HERE ON IN...IT'S *HIT AND RUN!*

UNHHH! HIS ELECTRICAL CHARGE *DEFLECTED* MY BLOW.

BUT I *STILL* MANAGED TO KNOCK HIM TO THE *FLOOR*.

SO IT'S *NOW* OR *NEVER*... WHILE HE'S *REELING*...

DID IT! I MANAGED TO SNARE HIS *WRISTS*

HE'S INCREASING HIS *VOLTAGE*... TO SNAP THE BONDS...JUST AS I *HOPED*.

NOW... IF I CAN PULL *HARD ENOUGH*...

...BEFORE HE GETS *FREE*...

IT *WORKED!* MAKING HIS HANDS AND FEET *TOUCH* IS LIKE CROSSING *LIVE WIRES*...

I GOT HIM TO *SHORT-CIRCUIT* HIMSELF!

HE WAS DEFEATED BY... HIS *OWN* POWER.

BUT... THE *ELECTRIC FEEDBACK* ...TOO MUCH ...FOR ME TO HANDLE...

...CAN'T ...HOLD ON ...TO WALL...

SLOWLY, INEXORABLY, THE FATEFUL SECONDS TICK BY, UNTIL---

HAVE TO GET *AWAY*... BEFORE SPIDER-MAN CAN REACH ME.

SHORT-CIRCUIT *WEAKENED* ME TOO MUCH. COULD NEVER HOPE---TO FIGHT HIM NOW.

BUT...AFTER A WHILE, I'LL *RE-CHARGE*. THEN...I'LL BIDE MY TIME...

EVERYONE'S *GONE*. THE STUDIO---IS A *SHAMBLES*.

I'VE GOT TO LEAVE, TOO. CAN'T LET ANYONE *FIND* ME---WHILE I'M THIS *WEAK*.

MY *ONE* CHANCE TO GET SOME *CASH*---AND I *BLEW* IT.

AFTER WHAT HAPPENED... I CAN *NEVER* GO BACK.

NO PRODUCER WOULD *TOUCH* ME WITH A TEN-FOOT *POLE* ANY MORE.

SO, ONCE AGAIN--- SPIDER-MAN'S *HAD* IT.

EVEN MY *COSTUME* GOT SINGED--- WORSE THAN EVER.

AND MY *HANDS*...ALL BRUISED AND BURNED... EVEN THROUGH MY INSULATED *GLOVES*.

IF THIS IS A *VICTORY*... I'D HATE TO BE *DEFEATED*.

...OR MAYBE I'M JUST *KIDDING* MYSELF. MAYBE I'VE *BEEN* DEFEATED.

MAYBE SPIDER-MAN'S WHOLE *CAREER* HAS JUST BEEN ONE BIG *DEFEAT*...

...AND I'VE JUST BEEN TOO *BLIND*... TO NOTICE.

NEXT INTRODUCING THE SCHEMER!

SPIDER-MAN

15¢ CC

83 APR

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

SPIDEY TANGLES WITH A STRANGE *NEW SUPER-VILLAIN...* AND A DEADLY OLD-TIME ENEMY!

THE COMING OF... THE SCHEMER!

THE AMAZING SPIDER-MAN!™

EVER SINCE SPIDER-MAN DROVE THE ***KINGPIN*** INTO HIDING LAST YEAR, NO ONE HAS BEEN ***POWERFUL*** ENOUGH TO TAKE HIS PLACE AS ***KING OF CRIME***... UNTIL ***NOW!***...UNTIL THE COMING OF---

THE SCHEMER!

AND NOW... PREPARE TO ***TAKE OVER*** THE KINGPIN'S DOMAIN!

HE WON'T TAKE IT LYIN' ***DOWN***, MAN.

HE'S ***FINISHED!*** THERE'S NOTHING MORE HE CAN ***DO***.

NOW, LISTEN TO MY ***PLAN***...

A PHANTASMAGORIC PRODUCTION OF
STAN LEE, WRITER

JOHN **ROMITA** • MICKEY **DEMEO**
ILLUSTRATORS
SAM ROSEN, LETTERER

WE'LL USE *GUERILLA TACTICS*--- WE'LL HIT WHERE HE'S *WEAKEST*---AND THEN *RUN*.

WE'LL STRIKE *QUICKLY* --- SUDDENLY-- ALWAYS WHERE THEY LEAST *EXPECT* IT.

BUT WHAT IF THE KINGPIN *HIMSELF* RETURNS? WHAT IF WE HAVETA FACE UP TO *HIM*?

NO ONE BUT *SPIDER-MAN'S* EVER TANGLED WITH 'IM AND WALKED *AWAY*.

WE WILL FACE *THAT* PROBLEM WHEN WE COME TO IT.

BUT UNTIL THEN, REMEMBER *ONE* THING---

NOT FOR *NOTHING* AM I CALLED---THE *SCHEMER!*

EVEN NOW, *ANOTHER* UNIT OF OUR LITTLE ARMY IS *STRIKING*---ACCORDING TO MY *PLAN*.

ACME

HEY! ARE YOU GUYS *NUTS* OR SOMETHIN'? THIS IS ONE'A THE *KINGPIN'S* TRUCKS.

WHEN HE GITS *WIND* OF THIS... YER LIVES WON'T BE WORTH A PLUGGED *NICKEL*.

SHUDDUP! WE *WANT* 'IM TO HEAR ABOUT THIS.

DON'T JUST *STAND* THERE. GRAB A *ROD*.

AT THAT MOMENT---A COUPLE OF BLOCKS AWAY--

THAT EXPLOSION MAY NOT HAVE *MEANT* ANYTHING, BUT ON THE OTHER HAND---

NO HARM IN *SPIDEY* CHECKING IT OUT.

IT'S *TIME* I LEFT MY THREADS OUT FOR AN *AIRING*, ANYWAY.

UH-OH! THERE *IS* TROUBLE BELOW.

JUST IN TIME TO SET UP MY *CAMERA*.

LOOKS LIKE A DAYLIGHT *HIJACK-ING*.

LOOK OUT... IT'S *SPIDER-MAN!*

THE SCHEMER DIDN'T FIGGER ON *HIM* SHOWIN' UP.

THE *SCHEMER*? NEVER HEARD OF *HIM* BEFORE.

HEY! THAT'S *DIRTY POOL!*

KRAK!

THWIPP!

I'VE SEEN HIM *BEFORE*... HE'S ONE OF THE *KINGPIN'S* HOODS.

SOMEONE CALLED THE *SCHEMER* TANGLING WITH *KINGPIN'S* GUNNIES.

THIS COULD BE *BIGGER* THAN I THOUGHT.

BUT WHAT DOES IT *MEAN?*

IF THE *KINGPIN'S* BACK IN ACTION, THEN--- *HEY!*

BETTER STOP *DAY-DREAMING,* SPIDEY.

I'LL *HOLD* 'IM... YOU *FINISH* 'IM--- *QUICK.*

I BEEN *ITCHIN'* TO DO THIS FOR *YEARS.*

USE YER *BLASTER,* DUMMY! HE'S TOO *STRONG* FOR YA!

YEOW... MY *HAND!*

THOP

OKAY, GENTS, NOW THAT YOU'VE *HAD* YOUR FUN---

I'LL JUST *LEAVE* YOU HERE---TO FINISH WHERE YOU LEFT *OFF.*

SINCE YOU'RE NOT HURTING ANYBODY BUT *YOURSELVES* ---I'M GONNA *SPLIT.*

ZOK!

---'CAUSE I'VE GOT ALL THE *PICTURES* THAT I NEED BY NOW.

---AND I NEED SOME TIME TO *THINK!*

IF HIS *MOB* IS STILL IN ACTION--- IT MEANS THE *KINGPIN* HASN'T *QUIT.*

AND *THAT* MEANS BIG TROUBLE.

ALSO, I'VE GOT TO LEARN MORE ABOUT THE *SCHEMER.*

ANYONE *POWERFUL* ENOUGH TO CHALLENGE THE *KING-PIN*---

UH-OH--- THEY'RE *CUTTING OUT* NOW.

WELL, THIS IS *ONE* TIME I REALLY PLAYED IT *SAFE*.

I GOT MY *PICTURES* ...AND TOOK *OFF* WHILE I'M STILL *AHEAD* OF THE GAME.

BUT I CAN'T GET THE *SCHEMER* OUT OF MY MIND.

I DIDN'T THINK *ANY* MOB LEADER WOULD HAVE THE NERVE TO STEP ON THE *KING-PIN'S* TOES.

WITH HIS *CUNNING*... HIS *WEALTH*... AND HIS *SUPER-STRENGH*, HE'S THE MOST *DANGEROUS* CRIME LORD ALIVE.

EVEN *SPIDER-MAN* ALMOST BECAME HIS *VICTIM*.

I STILL REMEMBER THE *LAST* TIME I SAW HIM.

JUST WHEN HE SEEMED TO BE *TRAPPED*, HE ESCAPED IN A SPEEDING *GET-AWAY* CAR---

AND I CAN'T FORGET THAT THE *DRIVER* SEEMED TO BE--- A *WOMAN*.

BOY! IF OLD *FATSO* EVER HAD A GIRL FRIEND---OR A *WIFE*---I WONDER WHAT *SHE'D* BE LIKE?

WELL, THAT'S *ONE* THING *SPIDEY* DOESN'T HAVE TO WORRY ABOUT.

BUT, PETER PARKER HAS BEEN WRONG *BEFORE*. AND NOW, WE WONDER, AS WE CHANGE OUR SCENE--- CAN HE BE WRONG *AGAIN*..?

COME *IN*. I HAVE BEEN *WAITING* FOR YOU.

WAITING, VANESSA? WHY?

BECAUSE OF...SOMETHING I FOUND.

YOU TOLD ME OUR SON DECIDED TO REMAIN IN EUROPE AFTER COLLEGE...

YOU TOLD ME--- HE WANTED TO BE ON HIS OWN.

BUT YOU NEVER TOLD ME--- THIS!

WEALTHY STUDENT MISSING IN ALPS! BELIEVED TO HAVE MET WITH FATAL ACCIDENT!

SAID TO HAVE BEEN DESPONDENT LEFT NOTE ADDRESSED TO HIS FATHER

I DIDN'T WANT TO WORRY YOU--- BECAUSE IT'S LIES... ALL LIES!

HE WASN'T DESPONDENT. HE DIDN'T HAVE AN ACCIDENT. NOTHING HAPPENED TO HIM--- IT COULDN'T HAVE! NOT TO THE KINGPIN'S SON!

I KNEW IT--- I ALWAYS KNEW IT.

ALL THESE MONTHS--- MY HEART TOLD ME---THAT OUR SON WAS--- DEAD!

HE MUST HAVE READ ABOUT YOU---IN THE PAPERS---EVEN OVER THERE. WHEN HE LEARNED WHAT HIS FATHER REALLY WAS---HE--- COULDN'T BEAR---TO LIVE WITH IT.

NO! IT ISN'T SO. IT ISN'T. IT ISN'T! IT CAN'T BE!

NO SON OF MINE COULD BE SO WEAK--- SO SPINELESS!

FRRAK!

RICHARD WAS *MY* SON, TOO. AND NOW... WE *BOTH* HAVE LOST HIM... FOREVER.

BE *QUIET!* I WILL NOT *LISTEN* TO ANY MORE.

YOUR *ANGER*... CANNOT BRING HIM BACK.

NO... BUT IT CAN DRIVE ME INTO *ACTION* AGAIN.

ANYTHING IS BETTER THAN THIS *HIDING*... AND THIS ENDLESS, FUTILE *WAITING*.

WHILE, IN ANOTHER PART OF TOWN...

PICTURES OF SOME CHEAP *HOODS* SLUGGING IT OUT?

DAILY BUGLE

IS *THIS* THE BEST YOU CAN BRING ME, PARKER?

BUT HOW ABOUT *SPIDER-MAN*---*HE'S* ON THE PIX, TOO!

BUT WHO CARES ABOUT HIM FIGHTING SOME PENNY-ANTE *PUNKS?* THESE PICTURES ARE *NO-WHERE*, BOY.

THEN I'LL SELL THEM TO THE *GLOBE*.

ALL RIGHT, ALL RIGHT... I'LL GIVE YOU FIVE BUCKS EACH... 'CAUSE I'M AN OLD *SOFTIE*.

IT'S *ROBBERY*... BUT HE'S GOT ME OVER A BARREL--SINCE I'M *BROKE*.

OKAY, BIG SPENDER... I'LL *TAKE* IT.

WHY IS IT ALWAYS THE *RICHEST* GUYS WHO ARE THE *CHEAPEST?*

PETER, DID YOU..? *WELL!* HE DIDN'T EVEN *NOTICE* ME.

I HATE TO SOUND *DIS-LOYAL*, MR. ROBERTSON... BUT NOBODY *EVER* LEAVES MR. JAMESON'S OFFICE WITH A *SMILE*.

STILL, I DON'T KNOW WHAT MAKES THE KID SO *UPTIGHT*. HE SHOULD BE *USED* TO JONAH BY NOW.

GUESS I SHOULDN'T COMPLAIN. IT'S *STILL* MORE THAN I HAD WHEN I WENT *IN*.

BUT IT'S *NOTHING* COMPARED TO HOW MUCH I *NEED*.

DAILY BUGLE

GWENDY'S **BIRTHDAY** IS COMING UP SOON--- AND I'D LIKE TO GIVE HER THE **WORLD.**

BUT SHE'LL HAVE TO SETTLE FOR A HECKUVA LOT **LESS.**

WE'LL, I'D BETTER SEE **DR. BROMWELL** NOW---ABOUT **AUNT MAY.**

VOTE

SCHMU

DOC, I HAVE TO APOLOGIZE ABOUT NOT PAYING YOUR **BILL** YET, BUT---

THAT'S ALL RIGHT, PARKER. YOUR AUNT'S **MEDICAID** WILL TAKE CARE OF MOST OF IT.

WOW! THAT'S **RIGHT.** I **FORGOT** ABOUT THAT.

BUT I'M STILL WORRIED ABOUT HER CONDITION, SON.

SHE'S STILL **WEAK**--- NEEDS LOTS OF **CARE.**

MEDICAID OR **NOT**--- I SHOULD **STILL** HAVE SOME EXTRA MONEY PUT AWAY--- IN CASE AUNT MAY NEEDS SPECIAL CARE.

BUT WHY CAN'T I **THINK** OF SOMETHING?

MEDICAL CENTER

WHY AM I SUCH A **WASHOUT** WHEN IT COMES TO **DOUGH?**

BUT, INSTEAD OF WAITING FOR MR. PARKER'S **ANSWER,** LET'S RETURN TO THE **SCHEMER** FOR A WHILE ---

WE MANAGED TO GRAB ONE OF THE **KINGPIN'S** GUNNIES LIKE YA **TOLD** US TO, BOSS.

GOOD, GOOD. I TRUST HE'S READY TO **CO-OPERATE** WITH US BY NOW?

SURE--- WHY **SHOULDN'T** I PLAY BALL WITH YOU GUYS?

THE **KINGPIN** AIN'T SHOWN HIMSELF FOR MONTHS. HE DON'T CARE ABOUT **US**--- SO I AIN'T TAKIN' NO RAP FOR **HIM.**

I'LL TELL YA WHATEVER YA WANNA **KNOW** ABOUT HIM.

NATURALLY. IT ISN'T **SAFE** TO DEFY THE **SCHEMER!**

BUT, I **WARN** YOU--- **NO TRICKS.**

THE **SCHEMER** CANNOT BE FOOLED.

IF YOU TRY TO **DECEIVE** ME, YOU'LL LIVE TO **REGRET** IT--- BUT NOT FOR VERY **LONG.**

TAKE HIM *AWAY.* HAVE HIM REVEAL EVERYTHING HE *KNOWS* ABOUT MY OVERSTUFFED TARGET... THE *KINGPIN!*

SCHEMER, CAN I *ASK* YA SOMETHIN'?

SPEAK *UP,* MAN. WHAT *IS* IT?

IT'S ABOUT... *SPIDER-MAN* WHERE DOES *HE* FIT IN?

FORGET SPIDER-MAN. HE'S NO MORE THAN AN ACCIDENTAL *NUISANCE.*

ONCE THE *KINGPIN* HAS FALLEN, HE WOULDN'T *DARE* TO ATTACK THE *SCHEMER.*

BUT AT THE MOMENT, SPIDEY'S INVOLVED WITH A SOMEWHAT *DIFFERENT* PROBLEM...

SO LONG, P.P.--CAN'T SAY I'M GONNA *MISS* YOU.

TAKE CARE, FLASH.

ABOUT FACE, SOLDIER BOY.

GENTLE *GWEN* MAY SEND YOU OFF WITH A PAT ON THE CHEEK---BUT *MARY JANE* IS SOMETHIN' *ELSE---*

MMMMM-*WAHHH!*

NOT BAD, REDHEAD. BUT NOW, IF YOU'LL HOLD THE GENTLEMAN'S *CAP...*

AND IF *MR. PARKER* WILL KINDLY LOOK THE OTHER WAY...

DAN

WHOOOO WHEEEE! WHO NEEDS A *PLANE?* JUST LET ME WAVE MY *ARMS,* AND I'LL *GLIDE* ALL THE WAY BACK TO *NAM.*

I KNOW YOU WERE JUST BEING *FRIENDLY,* GWEN... BUT...

FRIENDLY MY *EYE!* I WAS DOING MY *DARNEDEST* TO GET YOU *JEALOUS,* MAN.

SAY, MJ... YOU ACTED LIKE YOU *ENJOYED* THAT.

WADDAYA MEAN *ACTED?*

BOY, IF YOU TWO KIDS WERE *RECRUITING SERGEANTS*, THERE WOULDN'T BE A *CIVILIAN* LEFT IN TOWN..

COME BACK *SAFELY*, SOLDIER BOY.

WHICH IS *WORSE*...? STAYING BEHIND WHILE *OTHER* GUYS ARE DOING THE FIGHTING..?

...OR FIGHTING IN A WAR THAT NOBODY *WANTS* ...AGAINST AN ENEMY YOU DON'T EVEN *HATE*?

WHY SO *SOLEMN*, MAN'O MINE?

I DON'T *KNOW*, GWENDY. SOMETIMES I FEEL THAT NOTHING MAKES *SENSE*.

OH, YOU MUSTA BEEN LISTENING TO *GWENDOLYN* AGAIN.

HEY, HOW ABOUT CATCHING *EASY RIDER* WITH US?

SORRY, SWEETIE. I WANT THE LAD ALL TO MY GREEDY LITTLE *SELF* TONIGHT.

GLAD YOU *DID* THAT, GWENDY. I JUST WASN'T IN THE MOOD.

THERE'S SOMETHING ...I'VE BEEN WANTING TO-- TALK TO YOU ABOUT...

THEN CHOMP THOSE LIPS, LOVER. I'M *LISTENING* AWAY.

WHA..? MY *SPIDER SENSE*.. STARTING TO *TINGLE*. BUT...*WHY?*

THAT SPEEDING *TRUCK*... BEING *SIDESWIPED*... BY ANOTHER *CAR!*

EEEE!

GWEN... LOOK OUT!

I TOOK THE *BRUNT* OF IT--- WITH MY *BODY!* I CAN HOLD THE TRUCK *OFF* US TILL --- TILL ---

I--- MUST HAVE *PUSHED* HER--- HARDER THAN I *THOUGHT!* ---SHE'S *UNCONSCIOUS!*

GWEN! SHE'S BEEN *HURT!*

HAVE TO GET *HELP*--- GET HER TO A *DOCTOR.*

BUT--- IF ANYONE SEES ME LIFTING A *TRUCK* WITH MY BARE HANDS--- IT'LL MEAN THE *END* OF--- MY *SECRET IDENTITY!*

THAT BROKEN *PARKING METER.* IF--- I CAN MANAGE TO *REACH* IT---

STILL, I *CAN'T* LEAVE HER HERE--- ANY *LONGER.*

NOW--- IF IT'LL JUST BEAR THE *WEIGHT*--- WITHOUT *SNAPPING*---

IT--- IT'S *WORKING.*

THERE'S THE *CAR*--- THE ONE THAT DID THE *SIDESWIPING.*

HE'S BACKING UP--- STARTING TO *LEAVE!*

IT WAS *NO* ACCIDENT. HE *WANTED* TO WRECK THE TRUCK.

AND ONCE *GWEN* IS SAFE--- I'M LEARNING *WHY!*

THWIK!

MY *SPIDEY TRACER* IS ALL I'LL NEED.

SECONDS LATER...

OKAY, OKAY... STAY BACK... THE SHOW'S OVER.

DON'T MOVE HER, SON. THE AMBULANCE IS ON ITS WAY!

SURE WAS LUCKY THAT PARKING METER HELD UP THE TRUCK.

YEAH... THE TWO OF THEM WOULDN'T HAVE HAD A CHANCE WITHOUT IT.

SHE'LL BE ALL RIGHT, FELLA. JUST A CASE OF SHOCK... AND SOME BRUISES.

THANK GOD. IF... ANYTHING HAPPENED TO GWENDY, I...

NO... I WON'T EVEN THINK OF THAT.

NOTHING MORE I CAN DO FOR HER NOW.

ALL SHE NEEDS IS SOME REST AND MEDICATION.

BUT THE ONE THING I NEED IS... ACTION!

I'VE GOT TO LEARN WHO'S RESPONSIBLE FOR WHAT HAPPENED ...AND WHY THEY DID IT.

AND THEN... SPIDER-MAN WILL MAKE THEM PAY FOR IT.

AND HOW THEY'RE GONNA PAY!

I'LL SEARCH THE CITY ALL NIGHT IF I HAVE TO...

...CRISS-CROSSING EVERY STREET...

...TILL I FIND MY SPIDEY TRACER.

IT MIGHT HAVE BEEN THE *SCHEMER*... WHOEVER HE *IS*... TRYING TO HI-JACK ANOTHER OF THE *KING-PIN'S* TRUCKS.

AND GWENDY AND I WERE JUST *INNOCENT BYSTANDERS.*

WHICH IS WHY *NO* CRIME CAN EVER BE *IGNORED*...

..'CAUSE THERE'S ALWAYS *SOMEONE* WHO'LL BE *HURT* BY IT... SOONER OR LATER.

AND YOU NEVER *KNOW* WHEN THAT SOMEBODY MIGHT BE... A PERSON YOU *LOVE.*

FINALLY, LONG HOURS LATER...

I *FIGURED* THE WAREHOUSE AREA WAS MY BEST BET... AND I WAS *RIGHT.*

IMPULSES ... FROM THAT CAR BELOW.

NOW TO FIND WHERE THE *DRIVER* IS.

MUST BE *SOMEWHERE* IN THIS BUILDING.

THIS IS *IT.* I RECOGNIZE SOME OF THOSE *HOODS*... THEY WERE IN THE *SCHEMER'S* MOB.

THAT CREEP IN THE *CAPE* MUST BE THE *SCHEMER* HIMSELF.

MIGHT AS WELL TRY TO TAKE THEM BY *SURPRISE*...

AND *THIS* IS AS GOOD A WAY AS *ANY*...

FTANNG!

HEY... SOMEONE'S AT THE *WINDOW.*

THIS HIGH UP? IT CAN ONLY BE *SPIDER-MAN!*

GET *OVER* THERE, YOU FOOLS... DON'T GIVE HIM A *CHANCE!*

NOT VERY *SPORTING* OF YOU, SCHEMER!

COME *BACK!* HE *TRICKED* US!

STOP HIM! STOP HIM!

DON'T CROWD, BOYS. I'M NOT GOING ANY-WHERE.

C'MON--- C'MON--- PILE ON 'IM.

NOT TILL I GET WHAT I CAME FOR.

YOU GOT HIM! GOOD. GOOD.

NOT EVEN SPIDER-MAN CAN BEAT IMPOSS-IBLE ODDS!

YOU'RE RIGHT, CORN-BALL---

BUT IF YOU THINK THESE ODDS ARE IMPOSSIBLE--- FORGET IT, MAN!

KA-OK!

HAVE TO KEEP MOVING--- AND FAST.

THESE GUYS ARE PLAYING FOR KEEPS.

KRAK!

BUT THIS TIME--- SO AM I!

ZTAP!

NOT EVEN *SPIDER-MAN* CAN SPOIL MY PLANS *NOW*--- WHEN THEY ARE FINALLY SO CLOSE TO *FRUITION*.

THK!

WHERE'D YOU LEARN TO *TALK* THAT WAY, SCHEMER?-- IN THE *STANDARD SUPER-VILLAINS' MANUAL*?

THAT WAS TOO *CLOSE*... MUSTN'T GIVE HIM ANOTHER *TRY!*

WHIPPP!

I'LL GET 'IM...

IN A *PIG'S EYE* YOU WILL!

A MOST IMPRESSIVE *PERFORM-ANCE*. A *PITY* IT WILL DO YOU *NO GOOD*.

THOSE *OPENINGS* IN HIS DESK... I'M RIGHT IN *FRONT* OF THEM.

AND I DON'T *LIKE* IT!

ZAK!

AND NOW...THE SCHEMER STRIKES!

CLICK!

MY HUNCH WAS *RIGHT*. NO *WONDER* THEY CALL HIM THE *SCHEMER*.

BTAM

OKAY, MISTER... NOW THAT YOU'VE SHOT YOUR BOLT...

..I FIGURE IT'S *MY* TURN.

NOT JUST *YET* IT ISN'T.

SKYAK

THE GIANT *LIGHT*... ATOP HIS DESK... WAS... *MORE* THAN A LIGHT...

IT'S... A HUGE *HYDRAULIC PRESS*...

... AND.. IT'S *PINNING* ME... LIKE A *VISE!*

DID YOU THINK THAT *I*... WHO SHALL CRUSH THE MIGHTY *KINGPIN*... COULD BE DEFEATED BY *YOU?!!*

IF HE-- *INCREASES* THE PRESSURE-- I'LL BE-- *DONE* FOR---

UNLESS---

YOU HAVE ONLY *YOURSELF* TO BLAME. IT WASN'T *YOUR* FIGHT. MY ENEMY IS-- THE *KINGPIN*.

THAT'S *IT*, MAN--- KEEP *TALKING*.

MEANTIME, I'LL POSITION MY ARMS LIKE *LEVERS*--- FOR MAXIMUM *SUPPORT*--- LIKE THAT *PARKING METER*-- UNDER THE TRUCK.

NOW--- ALL I HAVE TO *DO* IS---

-- EXERT ENOUGH *COUNTER-PRESSURE*-- SO THAT *SOMETHING* HAS TO *GIVE*---

-- LIKE THE CREAKING--- STRAINING *PLASTER*-- SLOWLY *CRACKING*-- AGAINST-- MY *FINGERS*

NO! ALL THE INTRICATE *WIRES*-- THE *EXPLOSIVE DEVICES*-- IF THEY SHOULD BECOME *EXPOSED*--- THEY'LL---

WHOOM

LATER, AS THE SMOKE BEGINS TO CLEAR---

THE PLACE IS A *WRECK*--- AND MY GUN-HAPPY SPARRING PARTNERS ARE ALL KNOCKED OUT!

BUT THE *SCHEMER*--- HE'S *GONE*. HE MADE HIS ESCAPE DURING THE *BLAST*.

EVEN IF THE BIG FISH GOT *AWAY*, AT LEAST I PAID THEM BACK FOR *GWEN*.

GWEN! I'VE GOT TO GET *BACK* TO HER.

SHE'LL BE WONDERING WHERE I *AM*.

IT'S STARTING TO *SNOW*.

ANOTHER FEW MINUTES AND MY CLOTHES WOULD BE *SOAKED* WHERE I LEFT THEM!

BETTER *HURRY*--- BEFORE VISITING HOURS ARE OVER.

HOSPITAL

I'VE STILL GOT ANOTHER FEW MIN---*OH*--- THERE'S GWEN'S *DAD*.

HI, CAPTAIN STACY. HOW'S *GWENDY*?

SHE WAS *ASKING* ABOUT YOU, PETER.

HEY... IF ALL PATIENTS WERE AS VOOMY AS YOU... EVERY GUY WOULD WANNA BE A DOCTOR.

IS... SOMETHING WRONG? DON'T YOU... HEAR ME?

I HEAR YOU.

I HEAR MY EVER-LOVING BOY FRIEND WHO CARES SO MUCH ABOUT ME THAT HE STAYED AWAY TILL NOW.

DAD, WOULD YOU SHOW MR. PARKER OUT? I WOULDN'T WANT TO KEEP HIM FROM MORE IMPORTANT THINGS.

HONEY, YOU... YOU'VE GOT IT ALL WRONG.

NOT NOW, SON. SHE NEEDS HER REST.

HOW CAN SHE THINK... THAT I LEFT... 'CAUSE I WASN'T CONCERNED?

MOST FEMALES TEND TO THINK WITH THEIR EMOTIONS, PETER...

AND YOU KNOW HOW SPIRITED GWEN IS.

I'M SURE SHE'LL SEE THINGS DIFFERENTLY IN THE MORNING.

YOU'D THINK I COULD TAKE IT IN STRIDE BY NOW.

I SHOULD BE USED TO PEOPLE NEVER KNOWING THE TRUTH ABOUT ME.

THE TRUTH ABOUT YOU? I-- I DON'T UNDERSTAND, PETER.

HUH? OH-- I MEANT... I WISH I COULD MAKE HER SEE... HOW I REALLY FEEL ABOUT HER.

=WHEW= YOU ALMOST BLEW IT THAT TIME, PARKER.

GWEN'S DAD IS TOO SHARP. THE SLIGHTEST SLIP ON MY PART COULD MAKE HIM SUSPECT MY SECRET.

... IF HE DOESN'T ALREADY SUSPECT.

WHY DO I SUDDENLY FEEL SO COLD?

IS IT THE WEATHER... OR THE FACT THAT I FEEL MY LIFE IS REACHING A TURNING POINT..?

AND I'M AFRAID TO GUESS... HOW IT MAY ALL TURN OUT.

NEXT THE KINGPIN TAKES OVER!

SPIDER-MAN

15¢ CC

84 MAY

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

JOHN ROMITA

THE KINGPIN STRIKES BACK!

THE AMAZING SPIDER-MAN!™

THE KINGPIN STRIKES BACK!

BY
Stan LEE,
AUTHOR
John ROMITA,
John BUSCEMA,
Jim MOONEY
ILLUSTRATORS
and
SAM ROSEN
LETTERER.

IT'S A GOOD THING I *DIDN'T* CAPTURE THE SCHEMER WHEN LAST WE FOUGHT... THERE WASN'T ANY *REWARD* FOR HIM THEN!

BUT *NOW*... MAN, COULD I EVER *USE* THAT FIVE THOUSAND BUCKS!

DAILY BUGLE FINAL

FIVE THOUSAND DOLLARS REWARD!

ARTIST'S VERSION OF THE MAN KNOWN AS THE SCHEMER

170-Z

I WONDER WHO'S *OFFERING* THE REWARD? IT DOESN'T MENTION THE *POLICE!*

THE ONLY *ADDRESS* IS A *POST OFFICE BOX!*

DAILY GLOBE

WELL, WHO CARES *WHERE* THE DOUGH IS *COMING* FROM---

...LONG AS *SPIDEY'S* THE ONE TO *GET* IT!

A *BUS*... STUCK IN THE *SNOW!*

HE'LL *NEVER* GET HIMSELF OUT *THAT* WAY!

WHHRRRRRRR

SOMEBODY GO FOR THE *COPS*... *QUICK!*

SPIDER-MAN'S TRYIN' TO *HIJACK* THE BUS!

SIMMER DOWN, BIRD-BRAIN! I WAS ONLY TRYING TO *HELP!*

WHEN... *WHEN* WILL I LEARN TO MIND MY OWN *BUSINESS?*

IF I STOPPED A *FOREST FIRE,* THEY'D FINE ME FOR BEING IN THE WOODS WITHOUT A *LICENSE!*

I'D BETTER STICK TO FINDING THE *SCHEMER!*

I'LL BEGIN BY QUESTIONING SOME OF THE *PUNKS* AROUND TOWN!

2.

HOLD IT, CHUM! I WANNA TALK TO YOU!
HEY! WHA--??
I'M LOOKING FOR THE SCHEMER!
SO HOW'D YOU LIKE TO HELP YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-MAN?
WHAT ARE YOU--- SOME KINDA NUT?
I'M LOOKIN' FOR HIM, TOO!
OH NO! A COP... ON DECOY DUTY!
NUTS! MY LUCK IS THE SAME AS EVER---ALL BAD!
BLAST YOU! YOU MADE ME BLOW MY COVER!
CAN'T LET A FEW DUMB BONERS UPSET ME!
I'VE GOT TO GET THAT REWARD!
GWEN'S BIRTHDAY IS COMING UP, AND I HAVE TO... UH OH!
MY SPIDEY SENSE IS TINGLING! LOOK ALIVE HERE, WEB-SLINGER!
LUNCH BEER
GRILL
IT'S ONE OF THE SCHEMER'S HOODS... FROM YESTERDAY'S FIGHT!*
AT LAST THINGS ARE BREAKING MY WAY!
* WE SAW THEM SLUGGING IT OUT LAST ISH, REMEMBER?.. STAN.
3.

OKAY, BUTTERCUP--- RISE AND SHINE! I WANNA *TALK* TO YOU!

HUH? WHO'SAT? *WHO'SAT?*

SPIDER-MAN!

I'LL *BLAST* YA OUTTA--- *HEY! NO! DON'T!* LEGGO--*LEGGO!*

SURE! I'LL LET YOU GO---

--SOON AS YOU TELL ME WHERE TO FIND THE *SCHEMER!*

I DUNNO! I *DUNNO!*

HE *CHANGES* HIDEOUTS EVERY DAY!

HE CALLS *US*... WE NEVER CONTACT *HIM!*

HE'S *LEVELLING!* HE'S TOO SCARED *NOT* TO!

SO I'M *STILL* NOWHERE! WELL, IT'S THE STORY OF MY *LIFE!*

HEY! YA CAN'T *LEAVE* ME LIKE THIS!

WANNA *BET?*

I'VE BEEN SWINGING AROUND FOR *HOURS* NOW... AND STILL *NOTHING!*

NO ONE'S *DUMB* ENOUGH TO BE OUT ON A NIGHT LIKE THIS!

--- EXCEPT *ME*--- AND I'M *CHILLED* TO THE BONE!

THIS *COSTUMED CAVORTER* BIT IS FOR THE *BIRDS* IN THE MIDDLE OF *WINTER!*

I'D BETTER KNOCK IT *OFF* FOR A WHILE!

I'D MAKE A *FUNKY LOOKING* SPIDER-MAN SWINGIN' AROUND WITH *FROSTBITE!*

I WONDER IF IT'S STILL *EARLY* ENOUGH TO DROP IN ON *GWENDY!*

LAST TIME I SAW HER, SHE WAS *ANGRY* 'CAUSE I DIDN'T COME TO *VISIT* HER AT THE HOSPITAL!

AND I COULDN'T *TELL* HER IT WAS BECAUSE I WAS KINDA *BUSY*...

ENJOY FLORIDA

FLY ITED

...FIGHTING THE *SCHEMER* IN MY CUTE LITTLE *SPIDEY SUIT!*

IF ONLY I *COULD* TELL HER MY SECRET! IT WOULD MAKE THINGS...SO MUCH *EASIER!*

BUT... HOW CAN I BE SURE... HOW SHE'D *TAKE* IT?

WHAT IF MY CONFESSION ... MADE ME *LOSE* HER?

I...COULDN'T *BEAR* IT!

PETER! WHAT BRINGS *YOU* OUT ...AT THIS HOUR?

MUST BE LATER THAN I *THOUGHT!*

I JUST COULDN'T *SLEEP,* CAPTAIN STACY..

HAD TO SEE HOW *GWEN* WAS FEELING!

OH... LOOKS LIKE *YOU* COULDN'T SLEEP *EITHER,* HONEY!

I... HAD A LOT OF *THINKING* TO DO, PETER!

SOUNDS LIKE SHE *STILL* HASN'T QUITE *FORGIVEN* ME!

I WAS TRYING TO MAKE UP MY MIND... ABOUT *US!*

THERE'S SO MUCH *ABOUT* YOU, PETER--- SO MUCH I DON'T *UNDERSTAND!*

---SO MANY THINGS ---YOU'RE SO *SECRETIVE* ABOUT!

THIS IS THE MOMENT--- I'VE BEEN *DREADING!*

BUT THERE'S *ONE* THING YOU NEVER NEED HAVE ANY *DOUBTS* ABOUT, GWEN---

AND THAT'S THE WAY THAT I FEEL--- ABOUT *YOU!*

IT WOULD SEEM I PICKED AN AWKWARD MOMENT TO BRING IN SOME *COCOA!*

OH, *MAN*... YOU COULDN'T HAVE PICKED A *BETTER* TIME!

I'VE BEEN WANTING TO ASK YOU ABOUT THE *ACCIDENT*...

GWEN IS *PROBING* TOO MUCH--- GETTING TOO *CLOSE!*

WHEN THAT CAR SIDE-SWIPED THE *TRUCK*, AND IT FELL *OVER* ON US--- YOU WEREN'T EVEN *SCRATCHED!* *

BUT WASN'T THAT BECAUSE THE *PARKING METER* ACTED AS A *WEDGE* WHEN IT SNAPPED OFF?

* AS SEEN LAST ISH ALSO...S.

YES, DAD--- BUT I'VE BEEN *WONDERING*...

HAVE TO GET MYSELF *OUT* OF THIS .. SOMEHOW!

PETER! WHAT'S *WRONG?*

GOSH, I-- I'M *SORRY!* ALL OF A SUDDEN--- I'VE GOT THE *SHAKES!*

MUST HAVE CAUGHT A *CHILL*--- OUT IN THE *SNOW!* I'D BETTER GET *HOME*... AND INTO BED!

I *THOUGHT* YOU DIDN'T SEEM TO BE *YOURSELF!*

OH, GWENDY ... YOU DON'T KNOW THE *HALF* OF IT!

MEANWHILE ---

THE MOUND OF *SNOW* COVERING MY CAR MAKES AS GOOD A *HIDE-AWAY* AS I COULD WANT!

BUT I CAN'T REMAIN INACTIVE HERE *FOREVER!*

ESPECIALLY WITH SO MUCH TO BE *DONE!*

ALL CITIZENS ARE URGED TO BE ON THE LOOKOUT FOR THE *SCHEMER!*

IF *SIGHTED,* NOTIFY YOUR NEAREST POLICE PRECINCT! HE IS *ARMED*...AND PRESUMED *DANGEROUS!*

HERE, INSIDE MY SPECIALLY-BUILT *CAR,* I'M FAR *MORE* DANGEROUS THAN THEY SUSPECT!

DANGEROUS *ESPECIALLY* TO...THE *KINGPIN!*

I'VE WAITED LONG *ENOUGH!* IT'S TIME FOR THE *SHOWDOWN* WITH MY ARCH-ENEMY!

FIRST, I'LL ACTIVATE THE *HEATING DUCTS* AT THE EDGES OF MY CAR---

THERE! IN A MATTER OF *SECONDS* THE SNOW IS MELTED--- AND, WHILE *OTHER* CARS STILL REMAIN *STALLED*...

---THE SCHEMER IS *FREE*... TO EXECUTE HIS *PLAN!*

BUT, EVEN BEFORE I ATTACK THE KING-PIN ...

I'LL GIVE HIM A LITTLE SOME-THING TO WORRY ABOUT!

PUT THE CARDS AWAY, GENTLEMEN! THE GAME IS OVER...

AND YOU'RE ALL LOSERS!

HUH? WHO'S THAT?

OVER THERE! IT'S ... THE SCHEMER!

GET 'IM!

IT'S NICE TO BE WANTED, BOYS...

BUT IT IS I WHO WILL DO THE GETTING!

THOK!

SPING!

C'MON... RUSH 'IM! HE CAN'T GET US ALL!

WE GOTTA STOP HIM ... OR ANSWER TO THE KINGPIN!

HEY! NOW WHAT'S HE TRYIN' TO DO?

JUST GIVING YOU A LESSON IN SIMPLE STRATEGY!

THOK!

YEAH? WELL, NOW IT'S OUR TURN, SMART GUY!

YEOW!

YOU CALLED ME SMART GUY...

AND YOU ARE RIGHT!

I'M SMART ENOUGH TO KNOW WHAT NERVE TO SQUEEZE!

NOW YOU WILL RELAY A *MESSAGE* TO YOUR BOSS, THE *KINGPIN!*

YOU'LL TELL HIM HE IS *NEXT* ON THE SCHEMER'S LIST!

HIS REIGN OF *CRIME* IS AT AN *END*...

...AND THE *SCHEMER'S* HAS BEGUN!

HE'S... OFF TO TACKLE THE *KINGPIN*... JUST LIKE HE *SAID!*

HE MUST BE OUTTA HIS *SKULL!*

BUT IF ANYONE CAN *DO* IT... I'M BETTIN' THE *SCHEMER'S* THE MAN!

LATER, IN A SUMPTUOUS MANSION...

MY ONLY SON... *LOST* FOREVER... GOING TO HIS DEATH *HATING* ME FOR WHAT I AM!

IF ONLY... I HAD BEEN GIVEN JUST ONE *CHANCE*... TO EXPLAIN THAT I DID IT... JUST FOR *HIM!*

BUT NOW IT'S TOO LATE... FOR *ANYTHING*, EXCEPT UNDYING *RAGE!*

WHAT ARE *YOU* DOING HERE? HOW *DARE* YOU BREAK IN ON THE *KINGPIN?!!*

WE *HADDA* COME, BOSS! WE HADDA *TELL* YA...

IT'S THE *SCHEMER!* HE SAID HE'S OUT TO *GET* YA...

HE WASN'T *KIDDIN'*, BOSS! HE *MEANT* IT!

GET OUT! OUT... BEFORE I SNAP YOU IN *TWO* WITH MY BARE HANDS!

...JUST AS I'LL DO TO THE *SCHEMER*... IF HE EVER DARES TO *FACE* ME!

THBOOM!

VANESSA! HOW LONG HAVE YOU BEEN STANDING THERE?

I THOUGHT YOU HAD ENDED THE VIOLENT PORTION OF YOUR LIFE! I THOUGHT WE HAD AGREED --- TO BURY THE PAST!

IT ISN'T POSSIBLE! I HAVE TOO MANY ENEMIES! TOO MANY THREATS... TO YOU AND ME --- THAT MUST BE CRUSHED!

THERE IS A NEW UPSTART... WHO CALLS HIMSELF THE SCHEMER... WHO HAS DARED TO CHALLENGE ME!

HE HAS DARED TO CHALLENGE THE POWER OF --- THE KINGPIN!

BUT... WHAT DOES IT MATTER? WHAT DOES ANYTHING MATTER---

---AFTER WHAT HAS HAPPENED ---TO OUR RICHARD!

BUT, ONE THING THAT MAY MATTER IS--- THE PROGRESS OF SPIDER-MAN---

EVEN HUNTING THE SCHEMER IS BETTER THAN FACING GWEN'S QUESTIONS!

BETTER KEEP MOVING-- AND FAST---

IT'S THE BEST WAY TO STAY WARM UP HERE!

ALL I WANT IS A LEAD...

JUST ONE SIMPLE LITTLE CLUE ---ONE LUCKY BREAK!

HERE'S ONE OF THE *KINGPIN'S* OLD WARE-HOUSES!

I HEAR *VOICES!* SOME OF HIS *MEN* MUST BE TALKING INSIDE!

WHILE I'M *HERE*... I MIGHT AS WELL *LISTEN!*

IF THE *SCHEMER* WASN'T JUST FLAPPIN' HIS GUMS, HE SHOULD'A *REACHED* THE BOSS BY NOW!

YEAH! BUT WHAT CHANCE CAN HE HAVE AGAINST THE *KINGPIN?*

YA NEVER CAN *TELL!* HE MUST HAVE *SOMETHIN'* UP HIS SLEEVE!

I HEAR THAT HIS *CAR* IS ALL RIGGED UP WITH SPECIAL *WEAPONS* 'N STUFF!

YEAH... THEY SAY YA CAN *SPOT* IT A MILE AWAY!

SPECIAL *CAR,* EH?

VERRRRY *INTERESTING!*

AT LEAST I'VE SOMETHING TO *LOOK* FOR NOW!

OH *NO!* I CAN'T BE *THAT* LUCKY!

BUT I *MUST* BE ... MY *SPIDER SENSE* IS TINGLING LIKE *MAD!*

OKAY, SPIDEY... THIS IS WHAT YOU'VE BEEN *WAITING* FOR...

SO *MOVE IT*, MAN!

IT *MUST* BE THE SCHEMER...

THE CAR HAS *ONE-WAY* WINDOWS... HE CAN SEE *OUT*... BUT YOU CAN'T SEE *IN*!

SPIDER-MAN!! ON THE *ROOF!*

I DON'T KNOW HOW HE *GOT* THERE...

BUT I CAN'T LET HIM DELAY ME *NOW!*

12

ONE SUDDEN BURST OF *SPEED* WILL BE ENOUGH TO HURL HIM *OFF!*

GAST

BUT PERHAPS I SHOULDN'T *WASTE* A GOLDEN *OPPORTUNITY* LIKE THIS...!

HE'S... HEADING *BACK* FOR ME!

13

YOU'VE INTERFERED WITH ME ONCE TOO *OFTEN*, WEB-SLINGER!

A *BATTERING RAM*-- COMING OUT OF THE CAR'S *GRILL-WORK!*

SEAG

LOOKS LIKE THE SCHEMER LEAVES NOTHING TO *CHANCE!*

THWIP!

BUT NEITHER DOES *SPIDEY!*

SPANG!

NOW--- IF I CAN JUST *HANG ON!*

HE'S ON MY *ROOF* AGAIN!

BUT *THIS* TIME I'M THRU PLAY-ING *GAMES*---!

HE'S--- HEADING STRAIGHT FOR--- THE *RIVER!*

TOO *WET*... TOO *SLIPPERY* CAN'T--- HOLD ON---!

I DID IT! I LOST HIM!

NOW, I NEED DELAY NO LONGER!

AND SO... ALL THAT REMAINS IS... THE KINGPIN!

HE SHOOK ME OKAY!

BUT IT WON'T BE HARD TO FOLLOW HIS TRAIL IN THE SNOW!

AND THAT'S JUST WHAT I'M GONNA DO!

MINUTES LATER...

I'VE REACHED MY GOAL... AT LAST!

NOW, MY ULTRA-SONIC CIRCUIT-BREAKER WILL GET ME INSIDE WITH EASE!

IT CAN INSTANTLY NEUTRALIZE ANY ELECTRICAL ALARM SYSTEM WITHIN A THREE-BLOCK RADIUS!

AND *THERE* HE SITS... IN ALL HIS OBTUSE, OBESE *UNAWARE-NESS!*

THE MAN WHO WILL SOON BE KING OF CRIME *NO MORE!*

WHO'S *THERE?* WHO'S THAT AT THE *WINDOW?*

SURELY YOU HAVE BEEN *EXPECTING* ME!

... FOR THE *SCHEMER* NEVER THREATENS IN *VAIN!*

I NEVER THOUGHT YOU'D BE *FOOL* ENOUGH TO INVADE MY OWN *HOME!*

DIDN'T THEY *WARN* YOU? DON'T YOU REALIZE THE EXTENT OF MY *POWER?*

FOOTSTEPS... BEHIND ME! IF --- THIS IS A *TRICK--!!*

IT IS *NO* TRICK!

STOP... WHILE THERE STILL IS *TIME!*

YOU KNOW YOUR *STRENGTH!* WHAT IF... YOU *KILL* HIM?

I'VE ALREADY LOST... A *SON!* MUST I NOW SEE MY *HUSBAND...* TRANS-FORMED INTO A *MURDERER?*

VANESSA... YOU MUST *LEAVE* US!

RUN! GET *AWAY* FROM HERE --- WHILE YOU STILL *CAN!* IF YOU *DON'T,* YOU... YOU---

WHAT *IS* IT? WHY DO YOU *LOOK* AT ME THAT WAY?

VANESSA! WHAT'S WRONG? WHAT DO YOU SEE--- IN HIS EYES?

WHAT IS IT? WHAT'S HAPPENED TO YOU? VANESSA---SAY SOMETHING!!

I CAN'T! I--I CAN'T!

AT THAT MOMENT---

SO THIS IS THE END OF THE TRAIL!

THAT MEANS THE PAY-OFF IS NEAR AT HAND!

I'LL SET UP MY CAMERA WHERE IT'LL DO THE MOST GOOD---

AND THEN...

SPIDER-MAN--- AGAIN!

THE KINGPIN! I MIGHT HAVE GUESSED!

SPLTANG!

LOOKS LIKE I'LL WIN MYSELF A DOUBLE-HEADER THIS TIME!

IT'S A DOUBLE-HEADER, ALL RIGHT---

...BUT YOU WON'T WIN IT!

I FORGOT... HOW FAST HE CAN MOVE!!

THE RAW *POWER* OF HIS BLOW..!

IF I HADN'T *FENDED* IT OFF... WITH MY FOREARM... IT MIGHT BEEN BYE-BYE SPIDEY!

THE SCHEMER CAN *WAIT*... BUT *YOU*... YOU'VE HAD IT COMING FOR *YEARS!*

I'M IN NO *HURRY*, TUBS... IF THE SCHEMER COMES *FIRST*...

YOU'LL NEVER MOCK ME *AGAIN!*

THOOM!

DON'T *COUNT* ON IT, BUTTERBALL!

THIS TIME I WAS *READY* FOR YOU!

WHICH IS MORE THAN *YOU* ARE... RIGHT *NOW!*

I'VE NEVER HATED *ANYONE*... THE WAY I HATE *YOU*..!!

HE'S GRABBING THE *CARPET*... *LOOSENING* IT... WITH HIS *BARE HANDS!*..

OH *NO!*

HE *YANKED* IT... LIKE YOU'D YANK A *CLOTH* RIGHT OFF A *TABLE*...

EVERYTHING'S *TUMBLING*... CAN'T KEEP MY *BALANCE!*

THEN, BEFORE THE FALLING YOUTH CAN MAKE ANOTHER MOVE---

I'VE GOT YOU... AT LAST!

AND THIS TIME... THERE'LL BE NO ESCAPE!

KNOW SOMETHING? YOU MAKE A LOUSY PROPHET!

KOK!

WITH THAT FIVE THOUSAND DOLLAR REWARD FOR THE SCHEMER... NOTHING'S BEATING ME NOW!

RRRRRIP!

BUT... WHERE IS HE? THERE'S NO SIGN OF HIM!

HE'S GONE! THE SCHEMER GOT AWAY!

AT THAT VERY MOMENT, THE KINGPIN ALSO SUDDENLY REALIZES...

VANESSA! VANESSA! SHE ISN'T HERE!

SHE... AND THE SCHEMER... BOTH ARE GONE!

WHAT IF... THAT WAS HIS PLAN?

WHAT IF... HE'S TAKEN HER?!!

THE KINGPIN'S ON HIS *FEET* AGAIN!

WHAT DOES IT *TAKE* TO KEEP HIM DOWN?

I'LL SETTLE WITH *YOU* SOME *OTHER* TIME!

I'VE SOMETHING MORE *URGENT* TO ATTEND TO *NOW!*

CLICK

WHEREVER THE SCHEMER TOOK MY *WIFE*--

THERE'S NO PLACE ON *EARTH* WHERE I CAN'T *FIND* THEM!

AND, WHEN I *DO*..!!

HE'S *GONE!*

AS FAR AS THE *SCHEMER*... AND THE *REWARD* FOR HIM ARE CONCERNED... I'M NO BETTER OFF THAN I WAS *BEFORE!*

...EXCEPT I MANAGED TO GET SOME *LUMPS* I DIDN'T NEED FROM THE *KINGPIN!*

I WASTED A WHOLE *EVENING*... RISKED MY FOOL *LIFE* ...AND I'M *NOWHERE!*

NO MONEY...NO GLORY...NO *NOTHING!*

I ALWAYS LIKED *STORIES* ...WHERE EVERYTHING'S TIED UP NICE AND *NEAT* BY THE FINAL PAGE...

IF ONLY... IT COULD HAPPEN THAT WAY...IN *REAL LIFE!*

NEXT

EVERYTHING *DOES* TIE UP NICE AND NEAT... INCLUDING...

The SCHEMER'S SECRET!

SPIDER-MAN

15¢ CC

85 JUNE

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

REVEALED AT LAST ... THE SCHEMER'S SECRET!

NOTHING CAN SAVE YOU NOW!

WHAT IS THE SCHEMER'S SECRET?

POSSIBLY THE GREATEST COMIC MAGAZINE SURPRISE OF THE YEAR!

THE AMAZING SPIDER-MAN! TM

LAST ISSUE, WE SAW THE MYSTERIOUS *SCHEMER* FACE-TO-FACE WITH THE *KINGPIN*-- AND WITH THE KINGPIN'S *WIFE*...

YOU!

WHY DO YOU *LOOK* AT ME LIKE THAT?

THEN, *SPIDER-MAN* BROKE IN... AND THE ACTION REALLY *BEGAN*...

I'VE *GOT* YOU... AT *LAST!*

BUT, SUDDENLY REALIZING THAT THE SCHEMER HAD *ESCAPED*... AND THAT HIS OWN *WIFE* WAS GONE ..THE KINGPIN WENT *MAD*...

THERE'S NO PLACE ON *EARTH* WHERE I CAN'T *FIND* THEM!

HE'S *GONE!* I'M NO BETTER OFF THAN I WAS *BE-FORE!*

AND NOW...

THE SECRET OF THE SCHEMER!

IT'S *SPIDER-MAN'S* FAULT! MY HATRED FOR *HIM* MADE ME FORGET THE *SCHEMER!*

BUT IF HE HARMS *ONE* HAIR OF VANESSA'S HEAD...

WAIT! THERE IS NO NEED FOR *RAGE!*

YOUR WIFE IS *SAFE,* MY DEAR!

SCRIPT BY STAN LEE
ART BY J. ROMITA, J. BUSCEMA and MADMAN MOONEY

LETTERING: SAM ROSEN

VANESSA! BUT... I THOUGHT HE HAD TAKEN YOU, *WITH* HIM!

IT WAS NOT *SO*, MY LOVE!

FINDING THE SCENE *DISTASTEFUL*, I MERELY *HID* WITHIN THE SHADOWS!

I SHOULD HAVE *GUESSED!*

NO ONE WOULD DARE TO THREATEN THE *KINGPIN'S* WIFE!

AND *LEAST* OF ALL, THAT SCRAWNY *SCHEMER!*

LEAST OF ALL ... THE SCHEMER!

AND, SPEAKING OF THE MYSTERIOUS *SCHEMER*, WHO FRANTICALLY SPEEDS THRU THE SNOW-COVERED STREETS...

IT WAS THE SIGHT OF *HER* THAT STOPPED ME... FROM CARRYING OUT MY *PLAN!*

THE WAY SHE *LOOKED* AT ME... AS IF.. SHE *KNEW!*

WHEN I SAW... THE *SADNESS* IN HER EYES... AND I REMEMBERED THE *PAST*... I HAD TO *ESCAPE* BEFORE THE KINGPIN COULD *SUSPECT!*

SO LONG AS *SHE* WAS THERE, I COULDN'T RISK...

THAT *TRUCK*... ROUNDING THE *CORNER!* I DIDN'T SEE IT *COMING!*

TONG!

SKREEEEEE

MISSED IT... BY A MATTER OF INCHES!

ANOTHER FEW SECONDS... WOULD HAVE BEEN ---TOO LATE!

DAMAGE ISN'T TOO SERIOUS! IT CAN BE REPAIRED!

DON'T DARE WORK ON IT NOW! CAN'T RISK DISCOVERY!

BUT, IF I CAN GET NEW PARTS ---FROM A SUPPLY WARE-HOUSE--

MEANWHILE, IN ANOTHER PART OF THE SNOW-BOUND CITY, A BROODING YOUTH FINDS IT DIFFICULT TO CONCENTRATE ON HIS STUDIES...

GWENDY'S BIRTHDAY IS ALMOST HERE---AND I'M AS BROKE AS EVER!

IF ONLY I'D BEEN ABLE TO NAB THE SCHEMER... AND CLAIM THAT REWARD!

RINNNG

THE DOOR-BELL! VISITORS ---THAT'S ALL I NEED!

CAPTAIN STACY! GWEN! I--I DIDN'T EXPECT---

WE WERE JUST PASSING BY, SON! I HOPE WE'RE NOT IN-TRUDING!

DAD HAS SOME-THING TO ASK YOU, PETER!

YOU MAKE IT SOUND TOO DRAMATIC, MY DEAR!

IT'S ABOUT SPIDER-MAN! IT MUST BE! HOW MUCH DOES HE SUSPECT?

I'VE ALWAYS WONDERED HOW YOU MANAGED TO BE SO SUCCESSFUL AS A NEWS PHOTOGRAPHER!

OH, I GUESS I'VE JUST BEEN... KINDA LUCKY!

I FEEL IT'S MORE THAN LUCK!

NO ONE BUT YOU HAS EVER MANAGED TO GET SUCH CANDID PHOTOS OF SPIDER-MAN IN ACTION!

YOU'VE ALWAYS SEEMED TO BE IN THE RIGHT PLACE... AT THE RIGHT TIME!

CAN YOU HONESTLY SAY THAT IT'S JUST ... COINCIDENCE?

I KNEW IT! HE'S TOO SHARP! GETTING TOO CLOSE! I NEED TIME TO THINK!

HOLY SMOKE! I JUST REMEMBERED! I'VE GOT SOME PIX DEVELOPING IN THE DARKROOM!

DON'T LET US SPOIL THE PRINTS! WE'LL WAIT, M' BOY!

JUST SO LONG AS THEY'RE NOT SHOTS OF ANY OTHER CHICKS!

WHEW! THAT WAS TOO CLOSE!

OKAY... SO I GAINED A LITTLE TIME! BUT NOW WHAT DO I DO?

HAVE TO THINK OF SOMETHING DRASTIC... TO THROW HIM OFF THE TRAIL... ONCE AND FOR ALL!

AND... SINCE IT WAS SPIDER-MAN WHO GOT ME INTO THIS JAM...

LET'S SEE IF THE WEB-SPINNER HIMSELF WILL BE ABLE TO GET ME OUT!

IT'S A REAL LONG SHOT... BUT IT'LL BE WORTH IT... IF IT WORKS!

IT'S A GOOD THING MY VOICE SOUNDS MUFFLED ... AND DIFFERENT ...THRU MY MASK!

DAD, I STILL THINK YOU'RE 'WAY OFF-BASE ABOUT PETER! I'VE KNOWN HIM FOR... OH!

WHAT'S THAT, HONEY? WHAT DID YOU SAY?

THERE'S SOMEONE... AT THE WINDOW!

SPIDER-MAN!

STAY WHERE YOU ARE, MISTER! THIS ISN'T A SOCIAL CALL!

PARKER'S THE ONE I WANT!

THEN I WAS *RIGHT!* THERE *IS* SOME CONNECTION BETWEEN *YOU* AND PETER PARKER!

PERFECT! THEY STILL THINK PETER AND SPIDEY ARE TWO *DIFFERENT* PEOPLE!

DAD! HE.. HE SEEMS SO *ANGRY!* AS THOUGH HE WANTS TO *HURT* PETE!

AS THOUGH... HE HAS SOME SORT OF *GRUDGE* AGAINST HIM!

I'VE *MORE* THAN A *GRUDGE* AGAINST HIM!

I MADE A *DEAL* WITH HIM...*HE* TAKES THE *PICTURES*...*WE* SPLIT THE *DOUGH!* BUT HE STILL OWES ME *PLENTY!*

HE'LL *PAY* YOU! PETER PARKER WOULD *NEVER* WELCH ON A DEBT!

ANYWAY, HE ISN'T *HERE!* HE LEFT *HOURS* AGO!

YOU WOULDN'T *LIE* TO ME, LADY?

YOU *DID* IT, GWEN! HE'S *LEAVING!* AND *WE'D* BETTER GO, TOO... SO THAT HE DOESN'T *DOUBT* US!

WHAT YOU DID TOOK *COURAGE*, DEAR! IF SPIDER-MAN HADN'T *BELIEVED* YOU...

BUT HE *DID!* THAT'S ALL THAT *MATTERS!*

HE'S *WATCHING* US... FROM THAT BUILDING ABOVE! WE DARE NOT RETURN TO *PARKER!*

POOR PETER! NO *WONDER* HE SOMETIMES SEEMS SO *NERVOUS*-- SO *FEARFUL!*

HAD TO MAKE SURE THEY *SAW* ME--- SO THEY WON'T *RETURN!*

WELL, IT *WORKED!* MIGHT AS WELL GO AFTER THE *SCHEMER* AGAIN!

ANYTHING'S BETTER THAN SITTING AROUND FEELING *SORRY* FOR MYSELF!

BESIDES, I CAN'T LET THAT *REWARD* SLIP AWAY!

BUT, WHAT OF THE *KINGPIN?* AHH, WE WERE *HOPING* YOU'D ASK...

IT DOESN'T SEEM *POSSIBLE!* HOW DID THE *BUGLE* MANAGE TO GET THESE PHOTOS OF MY BATTLE WITH THE *SCHEMER*... AND *SPIDER-MAN?*

DAILY BUGLE

EXCLUSIVE PICTURES

IF THERE WAS A *PHOTOGRAPHER* ON THE SCENE, I'D HAVE *KNOWN* IT!

EVERY TIME THAT ACCURSED *SPIDER-MAN* IS INVOLVED IN ANYTHING, THE *BUGLE* PRINTS HIS...

WAIT!! WHAT'S *THIS??!*

SO *THAT'S* WHY THE SCHEMER RAN OFF *WITHOUT* YOU!!

THAT'S WHY HE GOT AWAY SO *EASILY*... WHILE YOU CLAIMED TO BE "*HIDING*" IN THE SHADOWS!

I SHOULD HAVE *KNOWN!* MY SUSPICIONS WERE *RIGHT*...

THERE *IS* SOMETHING BETWEEN THE TWO OF YOU!

YOU MUST BE *MAD!* HOW... CAN YOU *SAY* A THING LIKE THAT?

LOOK! SEE FOR *YOURSELF!* IT'S ALL *HERE*... RIGHT IN THIS *PICTURE!*

I SAID *LOOK* AT IT!!

DAILY BUGLE

EXCLUSIVE PICTURES

IT WAS *YOU!! YOU* YOU WERE THE ONE WHO LED HIM *OUT*...THRU THE SECRET SLIDING *PANEL!!*

ALL THESE YEARS... I'VE *LOVED* YOU... *TRUSTED* YOU... GIVEN YOU EVERY-THING... *EVERY-THING!!*

AND NOW... YOU *BETRAY* ME! *WHY?* I MUST *KNOW*... I MUST *KNOW*... I MUST HAVE AN *ANSWER!* WHY? *WHY?*

DO NOT *ASK* ME! I... *CANNOT* EXPLAIN!

YOU MEAN YOU *WILL* NOT! YOUR *SILENCE* IS PROOF OF... YOUR *GUILT!*

NO! I *LOVE* YOU! I HAVE *NOT* BETRAYED YOU! YOU MUST *TRUST* ME! YOU *MUST!*

YOU ARE ASKING *TOO MUCH!*

BUT, SINCE WE HATE TO INTRUDE ON PRIVATE DOMESTIC SQUABBLES, LET'S *CHANGE OUR SCENE* ONCE AGAIN...

DOWN BELOW... IT'S ALMOST TOO *GOOD* TO BE TRUE!

THE SCHEMER'S *CAR!* IT'S BEEN IN A *CRACK-UP!*

HE'S NOWHERE AROUND... BUT MAYBE I CAN FIND SOME *CLUE* INSIDE...

I WONDER WHAT *THIS* DOOHICKEY DOES?

AND WHY'S MY *SPIDEY SENSE* STARTING TO *TINGLE?*

A SPLIT-SECOND LATER, OUR HERO LEARNS THE *ANSWER*...

A *BOOBY-TRAP!* AND... I *FELL* FOR IT!

SPLOOMS

NOT *POTENT* ENOUGH TO KNOCK ME OUT...

BUT, FOR ANYONE WITHOUT MY *SPIDER STRENGTH*, THE STORY WOULD BE LOTS *DIFFERENT!*

FOOTPRINTS... IN THE SNOW AHEAD OF ME!

THEY COULD BE *ANYBODY'S*, BUT...

CHANCES ARE... THEY BELONG TO THE *SCHEMER!*

THEY SEEM KIND OF *SHAKY*...

PERHAPS HE WAS *HURT* IN THE CRASH!

WELL, IF HE *WAS*... IT DOESN'T *SHOW!*

LOOKS LIKE HE'S WORKING ON SOME *PARTS*... TO REPAIR HIS CAR!

I HATE TO *INTERRUPT*, BUT...

SPIDER-MAN!

SAY IT *AGAIN!* IT'S *MUSIC* TO MY EARS!

ANOTHER GUN?!! WHAT DO YOU DO... BUY THEM BY THE CARLOAD?

STAY BACK! I'M WARNING YOU...STAY BACK!

PEOPLE ARE ALWAYS WARNING ME!

IT'S NICE TO KNOW THEY CARE!

NOW SHOOT TO YOUR HEART'S CONTENT!

FTHOOM!

BUT IF YOU DO, MY WEBBING'LL MAKE YOUR POPGUN BACK-FIRE!

OR HAVE YOU ALREADY NOTICED?

I THOUGHT HIS SPECIAL CLOAK AND GLOVES WOULD SHIELD HIM!

DIDN'T THINK IT WOULD BE THIS EASY!

WRONG AGAIN, YOU ARROGANT BUMBLER!

ZLIK!

A SWORD-LIKE ROD... SEWN RIGHT INTO YOUR CLOAK'S LINING!

I'LL BET YOU'VE GOT THE TRICKIEST TAILOR IN TOWN!

WOULD YOU BELIEVE A TAILOR TRICKY *ENOUGH* TO LINE MY CAPE WITH A *STUN NOZZLE*?!!

AND WOULDJA BELIEVE A *SPIDEY* FAST ENOUGH TO *DODGE* IT?

BTOM!

DO YOU THINK THAT WAS MY *ONLY* WEAPON? UNFFF.!

I DUNNO! I WASN'T *COUNTING!*

BUT, JUST IN CASE IT *WASN'T*...

UH OH! WHAT'S HE REACHING FOR *NOW*?

YOU'RE *FAST*, SPIDER-MAN...

?!?

... BUT NOT FAST *ENOUGH*... FOR *THIS!*

THPOW!

A SMOKE GRENADE!

THE ONE THING THAT NEVER FAILS TO DULL MY SPIDER SENSE!

NOT ONLY CAN'T I SEE HIM NOW--- I CAN'T EVEN SENSE HIM!

AND, SINCE SPIDEY HAS ENOUGH TO WORRY ABOUT, PERHAPS IT'S JUST AS WELL THAT HE ISN'T AWARE OF---THIS---

GWEN! I STILL SAY WE SHOULDN'T HAVE RETURNED SO SOON!

BUT WHY DIDN'T PETER ANSWER... WHEN WE PHONED HIM?

HE MAY BE IN TROUBLE! HE MAY NEED US!

WHAT IF SPIDER-MAN CAME BACK--- AFTER WE LEFT?

I STILL CAN'T BELIEVE HE'S AS DANGEROUS AS THEY SAY!

PETER? ARE YOU THERE?

THE APARTMENT SEEMS TO BE DESERTED!

BUT THERE'S NO SIGN OF A STRUGGLE!

A STRUGGLE? THEN---YOU ALSO THOUGHT...

OH, DAD! HOW COULD POOR PETER... OR ANY NORMAL PERSON--- PUT UP A STRUGGLE AGAINST SPIDER-MAN?!!

EASY, DEAR--- EASY!

WHAT-- WHAT CHANCE WOULD HE HAVE?

PETER MIGHT BE HIS PRISONER NOW! HE MIGHT HAVE TAKEN HIM---ANY-WHERE!

I'LL CALL THE PRECINCT! PERHAPS THEY CAN CHECK IT OUT!

OF COURSE... THERE IS ANOTHER POSSIBILITY...

EVEN IF PETER DID LEAVE WITH SPIDER-MAN--- HOW DO WE KNOW HE DIDN'T GO--- WILLINGLY?

BUT, WHILE CAPTAIN STACY MULLS THAT OVER---

I'VE GOT TO CLEAR THE SMOKE... AND FAST!

...SO I'LL SPIN MYSELF A WEB BOLO--!

NOW, IF I CAN JUST SPIN IT *HARD* ENOUGH---

...THE SUDDEN *DRAFT* SHOULD BLOW THE SMOKE AWAY!

THERE! IT'S *WORKING!* THE VAPORS ARE BEGINNING TO *THIN OUT!*

... AND JUST IN THE NICK OF *TIME!*

HOLD IT, MISTER! CLASS IS STILL IN *SESSION!*

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WELL, IF I HAVE TO KEEP YOU FROM PLAY-ING HOOKEY THE *HARD* WAY---

OH NO! I DIDN'T MEAN FOR HIM TO FALL THRU THE WINDOW!!

HAVE TO *CATCH* HIM--- BEFORE HE HITS THE *GROUND!*

IF I *DON'T*-- I-- I'M NO BETTER THAN ---A *MURDERER!*

THWIPP!

KRRASH!

WAREH

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MOVING *FASTER*--- MORE *DESPERATELY*--- THAN EVER BEFORE, THE FRANTIC YOUTH *HURLS* HIMSELF INTO SPACE--- AND THEN---

MADE IT!

NOW--- I'LL CLAIM THE *REWARD* BEFORE ANYTHING *ELSE* GOES WRONG!

THIS IS THE *ADDRESS* ON THE REWARD POSTER!

WAIT! YOU--- YOU CAN'T TAKE ME *THERE!*

WANNA *BET?*

WE'VE BEEN *WAITING* FOR YOU! TAKE HIM INSIDE!

WAITING? BUT--- HOW DID THEY *KNOW?*

YOU *FOOL!* YOU DON'T KNOW WHAT YOU'RE *DOING!*

KEEP 'IM HERE--- TILL THE *CHIEF* COMES!

WHAT KIND OF PRECINCT *IS* THIS? WHY THE *HIGH FLOOR*--- THE APARTMENT-TYPE *FURNISHINGS?*

S'MATTER? YOU WANT US TO *REDECORATE* IT FOR YOU?

HE WAS *DRESSED* LIKE A COP... *LOOKED* LIKE A COP... BUT SOMETHING'S *WRONG!* I CAN *FEEL* IT!

WHERE COULD I HAVE *SLIPPED UP?* WHAT HAVE I GOTTEN MYSELF *INTO?*

STEEL PANELS... SLIDING DOWN!! COVERING THE DOORS AND WINDOWS!!

WHIRRRRRRRR

RRRRRRRR

SURPRISED, GENTLEMEN? YOU REALLY SHOULDN'T BE!

THAT VOICE! YOU SHOULD HAVE KNOWN! YOU SHOULD HAVE SUSPECTED!

AFTER ALL, WHO WOULD BE MORE ANXIOUS TO PAY A REWARD FOR THE SCHEMER THAN... THE KINGPIN?

AND, NOW THAT YOU HAVE STUPIDLY DELIVERED HIM... YOU SHALL RECEIVE YOUR REWARD...

BUT IT WILL BE SOMEWHAT DIFFERENT THAN YOU MAY HAVE EXPECTED!

THOSE "POLICE"-- THEY WERE YOUR MEN-- IN PHONY UNIFORMS!

THERE'S NO NEED TO EXPLAIN IT TO ME, YOU WITLESS FOOL!

CLICK!

I'M WELL AWARE OF EVERY BRILLIANT FACET OF MY LITTLE PLAN---

...JUST AS I AM AWARE THAT YOU WILL NEVER ESCAPE ME AGAIN!

A STEEL-CABLE NET... DROPPING FROM THE CEILING!

THE CABLES ARE··· *MAGNETIZED!*

CLOSING AUTOMATICALLY··· GETTING TIGHTER·· *TIGHTER!*

NOW THAT *HE* CAN NO LONGER INTERFERE···

THE TWO OF *US* WILL SETTLE OUR *ACCOUNTS!*

TALK! TELL ME WHAT I WANT TO *KNOW*··· BEFORE I SILENCE YOU *FOREVER!*

WHY DID YOU CHALLENGE MY LEADERSHIP OF THE *UNDER-WORLD*?? AND, EVEN *MORE* IMPORTANT···

WHAT IS THERE BETWEEN YOU··· AND MY WIFE??!

TALK, I SAY··· BEFORE I···

ALL RIGHT··· *ALL RIGHT!* I'LL *TELL* YOU! YOU *HAVE* TO FIND OUT··· SOONER OR LATER!

IT ALL BEGINS AT A *SCHOOL* IN SWITZERLAND··· HIGH ATOP THE *ALPS!* THERE WAS A *YOUNG MAN*··· A VERY *SPECIAL* YOUNG MAN···

HE WAS HAPPY··· *CARE-FREE*··· WITHOUT A *WORRY* IN THE WORLD!

"HE STUDIED *HARD*... BECAUSE HE WANTED TO *MAKE* SOMETHING OF HIMSELF...TO MAKE HIS PARENTS *PROUD* OF HIM!"

"HE DEVELOPED HIS *MIND*... HIS *BODY*... HOPING THAT SOME DAY HE COULD BE THE MAN HIS *FATHER* WAS!"

"HE NEVER TIRED OF *TALKING* ABOUT HIS FATHER... OF TELLING HOW *SUCCESSFUL*, HOW *RESPECTED*, HOW *HONORABLE* HE WAS..."

"NO BOY HAD EVER *LOVED* A FATHER... MORE THAN *HE!*"

"BUT THEN, ONE DAY... HIS IDOL *CRUMBLED*... HIS WORLD *COLLAPSED*...!"

NO! IT *CAN'T* BE! IT... JUST *CAN'T!*

EVERYONE IN *SCHOOL* IS TALKING ABOUT IT!

THAT'S A PICTURE OF... YOUR *FATHER!*

KINGPIN CRIME CZAR

KINGPIN OF CRIME, EH? QUITE A *LEGACY* HE'S LEFT YOU!

"HOURS LATER... DESPONDENT, DAZED, AND SICK AT HEART... HE RODE A SKI LIFT... BY *HIMSELF*..."

"--AND WAS *NEVER SEEN AGAIN!*"

IT'S *HOPELESS!* WE'VE BEEN SEARCHING FOR *DAYS!*

EVEN IF WE WERE TO *FIND* HIM NOW... IN THE FREEZING *COLD*... WITHOUT ANY *FOOD*... IT WOULD BE *TOO LATE!*

"AND SO, THE WORLD BELIEVED THAT HE HAD *PERISHED* IN THE ALPS! WHICH WAS THE WAY HE *PLANNED* IT! FOR RICHARD *HAD* TO DIE... IN ORDER FOR THE *SCHEMER* TO LIVE!"

"THANKS TO THE *MONEY* WHICH HAD ALWAYS BEEN GIVEN HIM--- HE COULD DO WHAT HE WISHED--- *BUY* WHAT HE NEEDED---"

"--- AND *HIRE* THOSE WHO WOULD ONE DAY *ATTACK* THE KINGPIN--- WHO WOULD HELP HIM *DETHRONE* THE ABOMINABLE MASTER OF CRIME!"

YOU *DOG!* YOU'RE NOT FIT TO MENTION MY SON'S *NAME!*

HOW DID YOU *LEARN* OF THIS? HOW DID YOU LEARN ABOUT *RICHARD?* *ANSWER* ME-- WHILE YOU *CAN!!*

ARE YOU SO *BLIND*... SO OBSESSED WITH YOUR OWN MAD *HATRED*... THAT YOU STILL DON'T *KNOW?*

CAN'T YOU *SEE?* HAVEN'T YOU *GUESSED?*

ALL THOSE YEARS--- WHILE RICHARD LIVED ON THE MONEY YOU MADE FROM *CRIME*...

THOSE YEARS HAD TO BE *PAID* FOR! THERE HAD TO BE AN *ACCOUNTING!* AND, WHAT COULD BE MORE *FITTING*--- WHAT COULD BE MORE *JUST*...

--- THAN THAT *I*--- YOUR OWN *SON*--- BE THE ONE TO *END* THE KINGPIN'S CAREER??!

YOU'RE NOT DEAD! YOU'RE ALIVE! ALIVE! ALIVE!

BUT--- YOU'RE MORE LOST TO ME NOW--- THAN EVER BEFORE!!

I SEE IT IN YOUR EYES... HEAR IT IN YOUR VOICE... KNOW IT BY YOUR DEEDS!!

YOU HATE ME! HATE ME! HATE ME!

NO! MAY HEAVEN FORGIVE ME-- I LOVE YOU---

... EVEN WHILE I WISH... WITH EVERY FIBRE OF MY BEING... THAT YOU WERE NOT MY FATHER!

RICHARD!! YOU'RE ALIVE! I KNEW IT! MY HEART TOLD ME --- IT WAS YOU!

BUT... YOUR FATHER! WHAT HAVE YOU DONE TO HIM?

I DON'T KNOW! HE SEEMS TO BE --- IN A STATE OF SHOCK!

HIS EYES ARE OPEN... BUT HE STARES AHEAD--- WITHOUT SEEING --- WITHOUT MOVING!

IT'S AS THOUGH--- HIS ENTIRE BODY... HAS BECOME AN EMPTY SHELL!

I THOUGHT--- I WANTED HIM TO PAY--- FOR MY OWN HURT--- AND DISILLUSIONMENT!

BUT... NOT LIKE THIS! NOT LIKE THIS!

IF EVER I'M TO BREAK FREE... IT HAS TO BE NOW! NOW!

I'LL NEED EVERY *OUNCE* OF SPIDER STRENGTH--- I POSSESS!! BUT--- IF I FLEX *HARD* ENOUGH--- AND CAN BEAR---THE *PAIN*--- I'LL---

THERE! I *DID* IT! THEY *SNAPPED!*

AT FIRST I THOUGHT IT MIGHT BE AN *ACT*--- A *RUSE* OF SOME SORT!

BUT THE KINGPIN WOULD *NEVER* SIT STILL WHILE *SPIDER-MAN* ESCAPED!

HE *IS* IN A STATE OF *SHOCK!* AND EVEN IF HE SHOULD COME *OUT* OF IT--- WHAT WILL BE *LEFT* TO HIM?

WHAT PUNISHMENT CAN *ANYONE* METE OUT WHICH CAN COMPARE TO WHAT THEY'VE ALL BEEN *THROUGH?*

MAYBE OUR PATHS WILL CROSS AGAIN--- MAYBE THEY WON'T---

SOMEHOW, IT DOESN'T SEEM TO *MATTER* ANYMORE!

NEXT

BEWARE THE BLACK WIDOW!

SPIDER-MAN

15¢ CC

86 JULY

MARVEL COMICS GROUP™

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

--SHE'S A FEMALE COPY OF *MYSELF!*

HOW CAN I *FIGHT* HER?

PREPARE FOR SPIDEY'S STRANGEST BATTLE!

BEWARE THE BLACK WIDOW!

ROMITA

THE AMAZING SPIDER-MAN!™

BEWARE... THE BLACK WIDOW!

CAN'T WAIT TO GET *HOME!* I'M STILL *REELING* FROM THAT *BLOW* I TOOK... WHEN I HAD TO FIGHT THE *KINGPIN!* *

I WONDER HOW *OTHER* COSTUMED SWINGERS GO FROM BATTLE TO BATTLE WITHOUT TAKING A BREAK? THEY MUST KNOW SOMETHING THAT *I* DON'T!

SPIDER-MAN!

HE SWUNG BY SO *FAST*... HE DIDN'T EVEN *NOTICE* ME!

IN WHICH A SENSATIONAL *NEW* COSTUMED ADVENTURER COMES INTO BEING-- AND *YOU* ARE THERE--- SHARING THE *EXCITEMENT* ...AND THE *ACTION!*

* IT HAPPENED RIGHT HERE, LAST ISH--- AS IF YOU DIDN'T KNOW! --- *STAN.*

PRODUCED BY:
STAN LEE, AUTHOR
JOHN ROMITA, JIM MOONEY, ILLUSTRATORS
SAM ROSEN, LETTERER

WHY DIDN'T I THINK OF HIM *BEFORE?*

HE'D BE THE PERFECT *ANSWER*... TO EVERY-THING I *NEED!*

...ESPECIALLY *NOW*... WHEN I'VE DECIDED TO BEGIN MY CAREER *ANEW!*

IF I COULD LEARN THE SECRET OF *SPIDER-MAN'S* POWERS...

AND THEN *COMBINE* THEM WITH MY *OWN*...

...THEN *NO ONE* WOULD BE ABLE TO STOP...THE *BLACK WIDOW!*

I MIGHT AS WELL *FACE* IT-- I CAN'T SPEND MY LIFE JUST BEING *MADAME NATASHA!*

THERE ARE TOO MANY TRAGIC *MEMORIES* THAT NEVER STOP *HAUNT-ING* ME!

MEMORIES THAT WON'T LET ME *REST*... THAT WON'T LET ME *SLEEP*... THAT WON'T LET ME EVER KNOW... *PEACE!*

AND MY ONLY *ESCAPE* IS IN THE FORGETFULNESS THAT *ACTION*... AND *DANGER* CAN BRING!

NOW... EVEN *NOW*... THE TORMENT OF THE *PAST* COMES RUSHING BACK TO *HAUNT* ME...

"I STILL REMEMBER THAT FATEFUL DAY I WAS COMMISSIONED AS A *SPY*... FOR MY NATIVE LAND, BEHIND THE *IRON CURTAIN*...

.. AND IF YOU *FAIL*... THE LIFE OF YOUR *HUSBAND* WILL BE *FORFEIT!*

YOU SHALL HAVE THE MIGHTY *CRIMSON DYNAMO* TO SERVE YOU!

"THUS, *MADAME NATASHA* WAS TRANSFORMED INTO THE COSTUMED *BLACK WIDOW*...

"I WAS GIVEN *POWERS* ENOUGH TO BE A CHALLENGE TO *IRON MAN*... *

"... BUT THEN CAME MY *UNDOING*... THE DAY I MET ...*HAWKEYE!*

* LONG-TIME MARVELITES WILL REMEMBER THESE, AND THE FOLLOWING SEQUENCES, FROM MANY OF OUR OLDER MAGS, TOO NUMEROUS TO LIST! BESIDES, I FORGOT THE ISSUE NUMBERS! --- STAN.

"THOUGH WE BOTH *KNEW* OUR ROMANCE WAS *HOPELESS* FROM THE START--- FATE HAD TURNED TWO *ENEMIES* INTO THE STAR-CROSSED *LOVERS!*

I'LL NEVER *FORGET* YOU, NATASHA--- *NEVER!*

"THEN, IN AN EFFORT TO *ESCAPE*... TO LOSE MY *HEARTBREAK* IN THE SEETHING WHIRLPOOL OF *ADVENTURE*, I SERVED THE *AVENGERS*... AND THE DEDICATED AGENTS OF NICK FURY'S *SHIELD*...

DON'T TRY TO WARN ME OF *DANGER!* I *WANT* THE ASSIGNMENT!

IF YOU *SAY* SO, LADY!

"HOW COULD I HAVE *KNOWN*-- HOW COULD I HAVE *SUSPECTED*... THAT MY EFFORTS WOULD CONTRIBUTE TO THE *DEATH* OF...THE *RED GUARDIAN*--?

"...THE MAN WHO HAD BEEN ...MY OWN *HUSBAND!*"

"FINALLY, I COULD BEAR THE *TORMENT* NO LONGER! I HAD TO *LEAVE*... TO FLEE FROM EVERYTHING, FROM *EVERYONE* WHO WAS A LINK TO MY TRAGIC, GUILT-RIDDEN *PAST*..."

I MUSTN'T *TURN BACK!* I MUSTN'T--- *EVER*...TURN BACK!

BUT NOW I KNOW THAT LIVING A LIFE OF EASE AND LUXURY, AS THE WEALTHY, PLEASURE-SEEKING *MADAME NATASHA*, IS NOT THE *ANSWER* FOR ME!

I'VE BECOME A LEADER OF THE *JET-SET*... AND I'VE *HATED* EVERY MOMENT OF IT!

I'VE *GOT* TO BECOME--- THE *BLACK WIDOW* ONCE AGAIN!

I'VE *GOT* TO DO WHAT I DO *BEST*... TO FULFILL MY *DESTINY*... TO HELP ME FORGET---THE HAUNTED *PAST!*

AND, IN ORDER TO *ERASE* EVERY LAST *VESTIGE* OF THAT PAST... I'LL BEGIN BY DESIGNING A NEW *COSTUME* FOR MYSELF!

AND THEN... I'LL SEARCH FOR *SPIDER-MAN!*

AND, FOR THOSE OF YOU WHO THOUGHT WE'D *FORGOTTEN* THE STAR OF OUR LITTLE SAGA...

WHY DO I FEEL SO *TIRED*... SO *GROGGY?*

I MUST BE COMING *DOWN* WITH SOME-THING!

CAN'T WAIT TO HIT THE *SACK!*

OH *NO!* OF ALL THE TIMES TO HAVE *COMPANY!*

DON'T BE *WORRIED,* DEAR! I'M SURE PETER IS *ALL RIGHT!* WE'RE *BOUND* TO HEAR FROM HIM SOON!

I NEVER KNOW *WHERE* HE GOES, GWEN...

BUT HE ALWAYS COMES *BACK* OKAY!

CAN'T *BEAR* TO SEE GWENDY SO *UPSET!*

I'VE GOT TO GET *IN* THERE... AS *PETER PARKER*... AND *SOON!*

BESIDES... I'M FEEL-ING TOO *SHAKY*... TO STAY OUT HERE MUCH *LONGER!*

THWIPP!

GOT IT!

NOW FOR THE *SHADOWY* SIDE OF THE BUILDING--!

OOPS! ALMOST *SLIPPED* JUST THEN!

I WONDER HOW *LONG* THEY'VE BEEN IN THE ROOM?

HOW MUCH-- DO THEY *SUSPECT?*

WELL, I'VE MANAGED TO KEEP MY SECRET *SO* FAR!

IF MY *LUCK* HOLDS OUT, THERE'S NO REASON WHY---

UHH! IF ONLY MY HEAD WOULD STOP THROBBING!

WELL, HERE *GOES!*

HI, GROUP! DON'T TELL ME I MISSED A *PARTY!*

PETER! IT'S *YOU!* YOU'RE *ALL RIGHT!*

I *TOLD* YOU HE'D BE BACK! HE ALWAYS GETS *HUNGRY* AT FEEDING TIME!

I *KNOW* I SHOULD ACT ANGRY--- AND HARD-TO-GET --- BUT MMM--- I *MISSED* YOU, MAN O' MINE!

CAPTAIN STACY! WHY'S HE *LOOKING* AT ME THAT WAY?

WHAT HAPPENED TO YOUR *FACE,* SON?

PETER! I-- I DIDN'T *NOTICE!* YOU'VE BEEN *HURT!*

NUTS! I *FORGOT!* I MUST BE *BRUISED* FROM MY FIGHT WITH THE *KINGPIN!*

IT WAS *SPIDER-MAN! HE* DID IT TO YOU--- *DIDN'T* HE?

WHEN HE *CAME* HERE BEFORE--- *LOOKING* FOR YOU--- I *KNEW* HE WAS DANGEROUS--- I COULD *SENSE* IT! *

IF I *AGREE,* SHE'LL END UP *HATING* SPIDER-MAN! BUT--- WHAT *ELSE* CAN I SAY?

PETER, IF YOU'RE IN ANY SORT OF *TROUBLE---*

CAN'T TELL HER PETER PARKER WAS BATTLING THE *KINGPIN!*

AND I'M TOO *CLUMSY* A LIAR TO DREAM UP SOMETHING *NEW!*

*ANOTHER DEVELOPMENT FROM LAST ISH, REMEMBER? --- STAN.

I'M *NOT* IN TROUBLE! WHY DOES EVERYONE KEEP *HOUNDING* ME?

HOUNDING YOU? IS *THAT* ALL YOU CAN SAY TO PEOPLE WHO *WORRY* ABOUT YOU--- WHO WANT TO *HELP* YOU?

EASY, PETE --- *EASY!* DON'T LOSE YOUR *TEMPER!* WHAT'S *WRONG* WITH ME?

IS *THAT* HOW YOU FEEL--- ABOUT A GIRL WHO--- *LOVES* YOU?

GWEN--- *FORGIVE* ME! I DIDN'T MEAN TO *SNAP* LIKE THAT! I--- WOULDN'T HURT *YOU*.. FOR ANY-THING IN THE WORLD!

IF YOU REALLY *MEAN* THAT--- I WANT YOU TO MAKE ME A *PROMISE*---

ANYTHING ---HONEY! *ANYTHING!*

PROMISE YOU'LL NEVER HAVE ANYTHING TO DO WITH *SPIDER-MAN* AGAIN! HE'S TOO *DANGEROUS!* THOSE *PHOTOS* YOU TAKE OF HIM---AREN'T WORTH THE *RISK!*

BUT---

SHE'S ONLY *ASKING* ME FOR MY OWN *GOOD*--- BECAUSE SHE *LOVES* ME! I--I *CAN'T* DENY HER AGAIN!

AND YET--- HOW CAN I PLEDGE HER--- THE *IM-POSSIBLE?*

YOU CAN *CALL* ME --WHEN YOU *PROMISE!*

I'LL DRIVE YOU BOTH HOME!

CAPTAIN STACY---YOU *KNOW* HOW I FEEL ABOUT GWEN! I WOULDN'T *HURT* HER FOR *ANY-THING!* BUT---

I UNDERSTAND, SON! BUT GWEN IS A *FEMALE*--- AND LIKE *ALL* FEMALES---SHE THINKS WITH HER *HEART!*

SHE FEELS YOU'RE KEEPING SOMETHING *FROM* HER!

AND THAT'S HARD TO *TAKE*--- FOR A GIRL IN LOVE!

HOW MUCH *MORE* DOES HE SUSPECT ABOUT ME--- THAN HE'LL *ADMIT?*

IF ONLY THIS *DIZZINESS* WOULD PASS ---AND I COULD *THINK* CLEARLY!

I'VE BEEN IN FIGHTS *BEFORE*--- BEEN *INJURED* BEFORE--- BUT NEVER FELT LIKE *THIS!*

MY *SPIDER-STRENGTH* NEVER FAILED ME! IT ALWAYS BROUGHT ME A QUICK *RECOVERY!*

BUT--- WHAT IF I'M FINALLY *LOSING* IT? WHAT IF I'VE BEEN IN--- ONE FIGHT *TOO MANY?*

CAN'T SHAKE THIS FEELING--- OF *LETHARGY* ---AND *DULL-NESS!* COULDN'T EVEN *STUDY*--- IF I TRIED!

BUT--- MAYBE IT'S JUST AS *WELL!* I'M *GLAD* THAT I'M GROGGY! *GLAD* IT'S HARD TO THINK!

ANYTHING'S BETTER THAN FACING THE FACT THAT--- I MIGHT BE LOSING *GWEN!*

AND NOW THAT WE'VE CONCLUDED ONE OF THE LONGEST SCENE-SETTING *INTRODUCTIONS* IN COMIC BOOK HISTORY, LET'S SEE IF WE CAN GET OUR *STORY* GOING WHILE WE'RE STILL *YOUNG* ENOUGH TO CARE---

IT MAY NOT BE AS *FANCY,* BUT THIS *NEW* COSTUME WILL BE MORE IN KEEPING WITH THE SWINGY *SEVENTIES!*

--- AND WITH THE MODERN *IMAGE* OF THE NEW *BLACK WIDOW!*

THIS **CHAIN BELT** I'VE ADDED WILL BE **MORE** THAN DECORATIVE!

IT'LL HOLD MY SPARE **WEB-LINE**... AND STORE THE **POWERLETS** FOR MY **WIDOW'S BITE!**

SNNNAP!

THERE! WITH MY MODIFIED **WRIST-SHOOTERS** IN POSITION, I'M READY FOR **ANYTHING!**

BUT, NO MATTER **HOW** EFFECTIVE MY POWERS MAY BE...

THEY'RE JUST LIKE A FEMALE **IMITATION** OF THE ORIGINAL WALL-CRAWLING, WEB-SHOOTING **SPIDER-MAN!**

FAT!

AND SINCE THE **BLACK WIDOW** HAS NO INTENTION OF LIVING IN THE SHADOW OF **ANOTHER**...

I'VE GOT TO GO **AFTER** SPIDER-MAN ...AND **SNARE** HIM...

...AND SEE WHAT MAKES HIM **TICK!**

SPLAT!

IF HIS *POWERS* SHOULD PROVE TO BE *GREATER* THAN MINE!

I'VE GOT TO LEARN *HOW*... AND *WHY!*

WHATEVER HIS *SECRET* MAY BE, I'VE GOT TO *FIND* IT...

--- AND *USE* IT... FOR THE BENEFIT OF... THE *NEW* BLACK WIDOW!

AND SO, MY *FIRST* TASK MUST BE... TO *FIND* SPIDER-MAN!

AND THEN, WHEN I *DO*...

I MUST PROVE MYSELF HIS *EQUAL*...

... OR LEARN THE REASON *WHY!*

LATER, AT THE OFFICE OF THE *DAILY BUGLE*...

SPIDER-MAN, SWINGING PAST... *NO!*

IT *ISN'T* THE WALL-CRAWLER! IT'S A *GIRL*... COPPING HIS ACT!

THAT'S ALL THIS BLASTED TOWN *NEEDS!*

ANOTHER CRUMMY WEB-SWINGER--- AND A *FEMALE,* TO BOOT!

SPIDER-MAN PROBABLY PUT HER *UP* TO IT---

TO *CONFUSE* EVERY-BODY!

I'D ALMOST FORGOT-TEN HOW *GLORIOUS* IT FEELS---

--TO *SWING* THRU THE AIR--- *FREE* AS A BIRD!

NOW, ALL I NEED DO IS *WAIT*-- WAIT FOR MY *PREY!*

AND, SPEAKING OF THE YOUTH WHO SEEMS TO BE ON EVERYBODY'S *MIND* TODAY---

IT'S NO *USE!* THE MORE I TRY TO *STUDY,* THE *GROGGIER* I GET!

I DON'T KNOW WHAT'S *WRONG* WITH ME--- BUT *WHATEVER* IT IS--- IT'S GETTING *WORSE!*

I ALWAYS *WONDERED* ...IF MY *SPIDER POWER* WOULD SOME DAY FADE AWAY

AFTER ALL--- THERE'S NO REASON TO THINK IT WILL LAST *FOR-EVER!*

BUT IT WON'T HELP TO SIT AROUND FEELING *SORRY* FOR MY-SELF!

IF ANYTHING'S *WRONG*--- I WANNA *KNOW* IT!

AND THIS IS AS *GOOD* A WAY AS ANY ---TO *FIND OUT!*

IF IT *ISN'T* ANYTHING SERIOUS...

...THEN A GOOD *WORKOUT* OUGHT TO CLEAR MY HEAD!

BUT, IF IT *IS* A CASE OF LOSING MY *POWERS*...

I WON'T BE ABLE TO KEEP THIS UP... MUCH *LONGER!*

UNHH! HERE COMES... THAT *DIZZINESS* AGAIN! I'M... BEGINNING TO *FALL!*

THWIPP!

BETTER PLAY *SAFE*... AND USE MY *WEBBING*... FOR SUPPORT!

NUTS! OF *ALL* THE PLACES FOR THIS TO HAPPEN...

I'M RIGHT OUTSIDE OF *JAMESON'S* OFFICE!

SOMEONE'S AT MY *WINDOW!*

DON'T GO *BANANAS*, BIRD-BRAIN! IT'S ONLY *ME!*

YOU *CREEP!* I DON'T KNOW WHAT YOU'RE *UP* TO, BUT IF YOU TRY ANY FUNNY STUFF AROUND *HERE*...

NOT A *CHANCE*, CHUCKLES! I'M TOO *SCARED* YOU'LL POP ME WITH A *PAPER CLIP!*

JUST WAIT TILL THE *COPS* GET YOU!

AW, GO JOIN THE *SILENT MAJORITY!*

...*ANYTHING* TO SHUT YOU UP!

PERHAPS I OUGHT TO SWING PAST *AUNT MAY'S!*

IF I LOOK IN ON *HER,* IT MAY STOP ME FROM THINKING ABOUT *MYSELF* SO MUCH!

AND, AS *SPIDER-MAN* SILENTLY GLIDES TOWARDS THE MODEST LITTLE FRAME HOUSE IN FOREST HILLS---

I'M SURE THAT THIS HOT MILK AND COOKIES WILL HELP YOU TO *SLEEP,* MAY DEAR!

I DON'T KNOW *WHAT* CAN BE KEEPING ME *AWAKE* TO-NIGHT, ANNA---

UNLESS IT'S THE FACT THAT I HAVEN'T HEARD FROM *PETER* LATELY!

I *KNOW* I SHOULDN'T WORRY, BUT---

SHE'S SURE TO BE *ASLEEP* AT THIS HOUR, BUT I'LL ASK *ANNA WATSON* IF--- OH *NO!* IT'S *HER!* SHE *SEES* ME!

ANNA!

YES, MAY?

AT THE *WINDOW!* THERE'S--- A *FACE!*

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NOW, NOW DEAR! YOU MUSTN'T LET YOUR *IMAGINATION* RUN AWAY WITH YOU! YOU'RE ALL *KEYED-UP!* THAT'S WHY YOU CAN'T *SLEEP!*

I-- I SUPPOSE YOU'RE *RIGHT,* ANNA!

THE FACE--- ISN'T *THERE* ANY MORE!

BUT, IT SEEMED--- SO *LIFE-LIKE!*

WELL, I ALMOST DID IT *AGAIN!*

THANKS TO MY OWN *CARELESSNESS,* I ALMOST *FRIGHTENED* THE POOR OLD LADY OUT OF HER *WITS!*

I'D BETTER HEAD *BACK*--- BEFORE SOMETHING *ELSE* GOES WRONG!

BUT... AT THAT CRUCIAL MOMENT---

I'VE *FOUND* HIM---AT *LAST!*

MY *SPIDER SENSE!* WHY IS IT *TINGLING?*

13.

I'LL *ANNOUNCE* MYSELF--- WITH MY *WIDOW'S BITE!*

HAK!

HE'S *FALLING!* BUT-- I DIDN'T STRIKE HIM THAT *HARD!*

IS HE PLAYING *POSSUM*--- OR *WHAT?*

I'LL *LET* MYSELF FALL--- TO GET OUT OF *RANGE!*

---TILL I KNOW WHO'S *ATTACKING* ME!

CAN'T TAKE ANY *CHANCES!*

I'VE GOT TO *CATCH* HIM!

THERE! I'VE GOT HIM SAFELY TIED TO THE *GIRDER!*

---SO *NOW* I CAN SEE WHAT MAKES HIM *TICK!*

WHOEVER IT *IS*--- IS COMING *CLOSER!* I CAN *SENSE* IT!

HE CAUGHT ME OFF-BALANCE --- BROKE MY LINE... KICKING OUT WITH HIS FREE FOOT!

THEN HE WAS PLAYING POSSUM!

SNAP!

NOW IT'S MY TURN!

THWOP!

HAVE TO SWING TO THE WALL --- THEN SEE WHAT I'VE CAUGHT!

A FEMALE! ONE THAT I NEVER SAW BEFORE!

THESE AREN'T THE IDEAL CONDITIONS FOR AN INTRO-DUCTION...

BUT I'M CALLED THE BLACK WIDOW!

THE BLACK WIDOW? YOU USED TO BE WITH THE AVENGERS --- BUT NOT IN THAT GET-UP!

ANYWAY, THE IMPORTANT THING IS --- WHY'D YOU ATTACK ME?

COME CLOSER AND FIND OUT!

LOOK--- A GIRL CAN GET *HURT* UP HERE! GIVE ME YOUR *HAND* AND I'LL HELP YOU DOWN!

CAN'T *STAY* UP HERE MUCH LONGER ---THE WAY MY *HEAD'S* SPINNING 'ROUND!

HE'S WITHIN *RANGE!* NOW TO *GET* HIM!

OKAY, MASKED MAN! NOW WE'RE *EVEN!*

DON'T THINK I'M *HELP-LESS,* JUST BECAUSE I'M SOFT AND CUDDLY!

UHHH!

SOFT AND CUDDLY? THAT KICK FELT LIKE A MISSOURI *MULE!*

THAT? THAT WAS JUST FOR *STARTERS!*

WAIT'LL YOU SEE THE GOODIES THAT COME *NEXT!*

WHAT'S *WRONG* WITH HIM? WHY DOESN'T HE *DEFEND* HIMSELF? THE WHOLE *PURPOSE* OF ALL THIS IS FOR ME TO LEARN ABOUT HIS *POWERS!*

BUT IT'S BEGINNING TO LOOK LIKE HE DOESN'T *HAVE* ANY!

WHAT'S HAPPENED TO MY *SPEED?* I-- COULDN'T DUCK---*FAST* ENOUGH!

I'VE GOT TO *REST*... STORE UP MY *STRENGTH*...

AND, AT THE SAME TIME, LEARN WHAT SHE'S *UP* TO!

LOOK, SPIDER-MAN... FOR A SO-CALLED *LIVING-LEGEND*, YOU'RE A KING-SIZE *DISAPPOINTMENT* TO ME!

I'M BEGINNING TO THINK *WOODY ALLEN* COULD TAKE YOU!

NOT THAT HE'D *WANT* TO!

YOU'RE SUPPOSED TO BE THE MOST *DANGEROUS* OPPONENT OF ALL! THAT'S WHY I *TACKLED* YOU!

I WANTED TO *LEARN* WHAT I COULD FROM YOU!

I THOUGHT I'D DISCOVER THE SECRET OF YOUR *POWER*!

POWER... WHAT A *LAUGH*! YOU'RE THE BIGGEST *WASHOUT* SINCE THE *FLOOD*!

YOU... BROKE MY *LINE* BUT...

I HEARD *ENOUGH*, LADY! NO CURVY *CARBON COPY* IS GONNA SWIPE MY STYLE!

THERE'S ONLY ROOM FOR *ONE* SPIDER-MAN IN THIS TOWN...

...AND YOU'RE *LOOKING* AT HIM!

THE STRAIN HAS ME **GROGGY** AGAIN--- BUT SHE MUSTN'T **SUSPECT!**

LET'S SEE WHAT YOU CAN DO **NOW** --- WITH YOUR WRIST GIZMOS STUFFED WITH MY **WEB FLUID!**

HE **JAMMED** THEM UP! I CAN'T **FIRE!**

THWIP!

THWIP!

I WAS **WRONG** ABOUT HIM! HE MUST HAVE BEEN **TOYING** WITH ME!

I DON'T EVEN COME **CLOSE** TO BEING HIS MATCH!

I GOT **MY** POWERS THRU **TRAINING**-- AND UNIQUE **WEAPONS!**

BUT--- THE WAY HE **MOVES**-- AND **FIGHTS**-- AND USES HIS **STRENGTH**--

--- IT'S LIKE HE WAS **BORN** THAT WAY!

AND SO, WHATEVER STRANGE **SECRETS** SPIDER-MAN MAY POSSESS---

THEY'RE BOUND TO **REMAIN** HIS OWN--- UNTIL HE **HIMSELF** DECIDES TO GIVE THEM AWAY!

AND PERHAPS ---THAT'S THE WAY IT **SHOULD** BE!

I HAVE MY **OWN** UNUSUAL POWERS --- MY OWN STYLE OF **COMBAT**--- AND MY OWN STRANGE **DESTINY** TO FULFILL!

SO, WHATEVER **DANGERS** LIE AHEAD-- I'LL FACE THEM **MY** WAY---AS THE **BLACK WIDOW!**

AND, IF YOU'VE GUESSED THIS WAS OUR SNEAKY WAY OF WHETTING YOUR APPETITE FOR THE APPEARANCE OF **BLACK WIDOW** IN HER **OWN** MONTHLY STRIP (**AMAZING TALES**, ON SALE EARLY IN MAY) YOU WERE **RIGHT**, PERCEPTIVE ONE! --SLY STAN.

BUT NOW, BACK TO THE **GREATEST** ONE OF ALL ---

WELL, I MANAGED TO GET HER OFF MY *BACK*...

BUT IT WAS *LUCKY* FOR ME --- THAT SHE DIDN'T WANT A *RETURN* MATCH!

IT TOOK ALL THE *WILL-POWER* I COULD MUSTER... NOT TO TOSS IN THE *SPONGE* BACK THERE!

I THOUGHT FRESH AIR-- AND EXERCISE-- WOULD GET ME BACK IN *SHAPE*---

BUT--- I CAN'T *KID* MYSELF ANY LONGER!

THERE *IS* SOME-THING WRONG WITH ME!

AND IT'S SOME-THING NO AMOUNT OF *WEB-SWINGING* WILL CURE!

HAVE TO GET *HOME*... SOON AS POSSIBLE--

--WHILE I CAN STILL *MAKE* IT--- ON MY *OWN!*

MUST TAKE THE CHANCE THAT *HARRY* WILL BE--- *ASLEEP!*

BECAUSE--- EVEN IF HE *ISN'T*...

I COULDN'T *MAKE* IT--- BACK *OUT* AGAIN!

LATER --- AFTER A BRIEF REST...

IF I GO TO A *DOCTOR*... HE MIGHT WANT TO CHECK MY *BLOOD!*

IT'S THE ONE THING I *FEAR!* THE ONE THING ---THAT COULD REVEAL MY *SECRET!*

BUT WHAT IF MY HUNCH IS *CORRECT?*

WHAT IF I'M *LOSING* MY SPIDER POWER? WHAT IF MY BLOOD IS TURNING *NORMAL?*

THERE'S *ONE* WAY TO FIND OUT--!

I'VE GOT TO TEST IT *MYSELF!* I'VE GOT TO *KNOW!*

AND SO...

JUST ONE *DROP*... HERE ON THE SLIDE...

NOW... ALL I HAVE TO DO IS *LOOK*... TO LEARN WHETHER I'LL BE *SPIDER-MAN* ... NO LONGER!

WHY CAN'T I *DO* IT? WHY AM I *STALL-ING* THIS WAY?

AFTER ALL THESE *YEARS*... WHEN I'VE SECRETLY WISHED I COULD BE *NORMAL*... LIKE EVERYONE ELSE...

NOW THAT THERE'S A *CHANCE*... OF MY WISH COMING *TRUE*...

IS *THAT* WHAT I'M REALLY *AFRAID* OF?

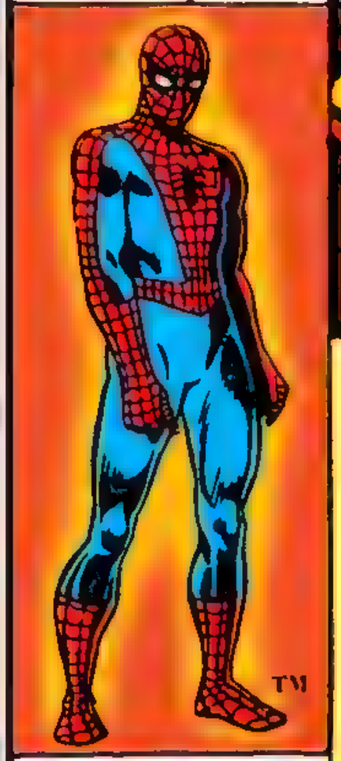
NEXT

UNMASKED AT LAST!

SPIDER-MAN

15¢ CC

87 AUG



MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

I--HAD TO TELL YOU! CAN'T KEEP IT A SECRET ANYMORE!

SPIDER-MAN'S CAREER IS OVER!

--I'M THE ONLY ONE WHO COULD KNOW THAT! BECAUSE--- I AM SPIDER-MAN!

IF YOU ONLY READ ONE MAG THIS MONTH--- IT MUST BE THIS ONE!

ROMITA

UNMASKED AT LAST!

THE AMAZING SPIDER-MAN!™

UNMASKED AT LAST!

AS WE SAW LAST ISSUE, *SPIDER-MAN* HAS BEEN SLOWLY GROWING *WEAKER!* FINALLY, A DESPERATE *PETER PARKER* PUTS A DROP OF HIS OWN *BLOOD* UNDER A MICRO-SCOPE, TO SEE IF IT CAN BE FINALLY *LOSING* ITS AMAZING *RADIO-ACTIVE POWER...*

IF THE SLIDE SHOWS A LOSS OF *RADIATION* IN MY BLOOD...

..IT MEANS THE TIME HAS *COME!* I'LL BE SPIDER-MAN *NO LONGER!*

WRITTEN BY: *STAN LEE*
ILLUSTRATED BY: *JOHN ROMITA* and *JIM MOONEY*
LETTERED BY: *SAM ROSEN*

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WHAT'S THE MATTER WITH THE *MICRO-SCOPE!*

I CAN'T SEEM TO GET IT INTO *FOCUS!*

EVERYTHING IS *BLURRED* AND *FUZZY...*

NO! IT.. IT *ISN'T* THE MICRO-SCOPE...

..IT'S *ME!* IT'S MY *EYES!* EVERYTHING LOOKS *HAZY* TO ME!

BUT, I'VE *GOT* TO KNOW! I *MUST* FIND OUT WHAT'S *HAPPENING* TO ME!

AND YET.. WHO CAN I *TURN* TO? WHO CAN I *TRUST*... WITHOUT GIVING AWAY MY *SECRET IDENTITY?*

WAIT! THERE'S *ONE* MAN... *DR. CURT CONNORS!*

I'VE SAVED HIS *LIFE* MORE THAN ONCE IN THE PAST... WHEN HE HAD TURNED INTO THE DEADLY, MURDEROUS *LIZARD!**

*AS READERS OF SOME OF OUR EARLIER ISSUES ARE SURE TO REMEMBER! ... S.L.

HE'D BE WILLING TO TAKE SPIDER-MAN'S *BLOOD TEST*...

...WITHOUT ASKING ME TO *UNMASK!*

WOW! *EASY,* SPIDEY! I CAN HARDLY CLING TO THE *WALL!*

MAYBE... I'LL BE BETTER OFF... SWINGING ON MY *WEB!*

THWIPP!

OH NO! FOR THE FIRST TIME... THE HEIGHT IS MAKING ME SHAKY!

AND-- MY TIMING IS OFF!

I ALMOST OVERSHOT THE LEDGE!

I WAS BEGINNING TO FEAR... I'D NEVER MAKE IT!

BUT, THIS IS THE BUILDING ...AT LAST!

EVERYTHING'S SO QUIET! THE WHOLE OFFICE---LOOKS DESERTED!

DOC CONNORS IS MY LAST CHANCE! BUT, IF HE ISN'T HERE...!

DR. CU CONN

HE ISN'T! ALL HIS CLOTHES ARE GONE! EVERYTHING!

HE MUST HAVE TAKEN HIS FAMILY TO HIS FLORIDA LAB!

AND THAT LEAVES ME... EXACTLY NOWHERE!

NO REGULAR DOCTOR WILL HELP ME-- WITHOUT MAKING ME FIRST UNMASK!

...AND THAT'S THE ONE THING... I DARE NOT DO!

BUT I'M GETTING WEAKER BY THE MINUTE!

...HAVE TO DO SOMETHING!

CAN'T LET MY POWERS JUST SLOWLY SLIP AWAY!

IT'S *TERRIBLE!* I HAVE TO--- *INCH* MY WAY ALONG--- LIKE A FEEBLE *OLD MAN!*

IF--- MY POWERS *ARE* FADING-- WILL I STAND A BETTER CHANCE WITH--- *GWEN?*

ACE JEWELE

GWEN! I-- I JUST *REMEM-BERED---*

THIS IS THE NIGHT OF HER SURPRISE *BIRTHDAY PARTY!*

AND I HAVEN'T BOUGHT A *GIFT!*

I'VE BEEN SO WRAPPED UP IN MY *OWN* PROBLEMS--- THAT I FORGOT THE MOST *IMPORTANT* THING I HAD TO DO!

I'LL BET THE PARTY'S ALREADY *STARTED---* AND I'M STILL OUT ON A *LIMB!*

JEWELERS

I CAN'T *MISS* IT-- NO MATTER *WHAT!*

BUT-- I MUSTN'T *ARRIVE* THERE--- *EMPTY-HANDED!*

WHAT'S THE *MATTER* WITH ME? I-- ALMOST *SLIPPED* AGAIN!

HAVE TO MOVE *FAST---* BEFORE MY STRENGTH FAILS *COM-PLETELY!*

UNNHH! NOT LONG AGO-- I COULD HAVE *RIPPED* THIS STEEL DOOR --- WITHOUT HALF *TRYING!*

AHHH-- *NOW* IT'S GIVING!

THESE *PEARLS!* THEY'LL MAKE--- A *PERFECT* GIFT!

NOW -- IF I CAN JUST *BRING* THEM TO GWENDY --- IN *TIME!*

WAIT! WHAT'S *WRONG* WITH ME? WHAT AM I *DOING?*

-- CAN'T LET THE LOSS OF MY *POWERS*.. TURN ME INTO A *THIEF!*

AM I LOSING MY *MIND*... AS WELL? AM I TURNING INTO THE *MENACE* THAT JAMESON ALWAYS *SAID* I AM?

I CAN'T *DO* A THING LIKE THIS! I *CAN'T!*

CAN'T LET MY WHOLE WEB-SWINGING *CAREER*-- END WITH ME BEING A *CROOK!*

I'VE.. *GOT* TO PUT THEM... *BACK!*

BUT *NOW*... WHAT DO I...

OH *NO!* EVERY-THING GETTING *HAZY* AGAIN! I-- I'M LOSING MY *GRIP!*

ACE JEWELERS

I CAN'T... *HOLD ON*... ANY *LONGER!*

THPOW!

THAT... *SINKS* IT! I CAN'T EVEN... BE SURE OF MY *BALANCE* ANYMORE!

IT MEANS THAT... *SPIDER-MAN* HAS TAKEN HIS *FINAL SWING!*

I ALWAYS *WONDERED*... IF AND WHEN I'D EVER *GIVE UP* MY SECRET IDENTITY!

BUT NOW... *FATE* HAS MADE THAT DECISION *FOR* ME!

AM I *DIS-APPOINTED* --- OR AM I *RELIEVED!*

MY BRAIN IS SO *MUDDLED*... THAT I CAN'T EVEN *TELL!*

BUT... I CAN'T SIT HERE *FOREVER!*

I *STILL* HAVE TO DO SOME-THING --- ABOUT *GWEN!*

I DON'T *UNDER-STAND!* THIS IS *ONE* NIGHT I WAS *SURE* PETER WOULD BE ON *TIME!*

WHAT COULD HAVE *HAPPENED* TO HIM?

HE'S MY EVER-LOVIN' *BUDDY* AND ALL THAT--- BUT HE'D BE *LATE* FOR HIS OWN *FUNERAL!*

WITH A TEMPER LIKE *GWENDOLYN'S*, THAT'S JUST WHAT IT *MIGHT* BE IF HE DOESN'T *GET* HERE SOON!

C'MON, RANDY--- PUT SOME *SOUL* IN IT, MAN!

THE *BIRTHDAY GIRL* CAN USE SOME *CHEERIN' UP!*

GET *WITH* IT, GWENDY! *NO* CAT'S WORTH GET-TING ALL *UPTIGHT* ABOUT!

I CAN'T *HELP* IT, MARY JANE! I'VE HAD THE FEELING FOR *DAYS* THAT SOMETHING'S *WRONG* WITH PETER!

HAVE *YOU* ANY IDEA WHERE PETER CAN *BE*, HARRY?

NO SIR, I HAVEN'T!

NO ONE IN HIS RIGHT MIND WOULD STAND UP A GAL LIKE *GWEN!*

FINALLY---

WELL, I CAN'T PUT A *DAMPER* ON MY OWN *PARTY!*

ATTA GIRL, GORGEOUS! *GO,* GWENDY--- *GO!*

I LIKED HER BETTER *QUIET!* SHE WAS LESS *COMPETITION!*

THEN, AFTER THE PARTY HAS PLAYED ITSELF OUT---

IT WAS A *BLAST,* GWEN! BUT WHAT'LL YOU DO FOR AN *ENCORE?*

NOTHING! AFTER THIS, I STOP *COUNTING* BIRTHDAYS!

SHE'S *TRYING* TO SOUND CHEERFUL, BUT---

I *KNOW,* SON! HER *HEART* IS WITH PETER!

EVERYONE *ELSE* IS GONE NOW, SO *WE* MIGHT AS WELL--- *GWEN!*

AWW, TURN OFF THE *WATERWORKS,* HONEY--- HE ISN'T *WORTH* IT!

FORGIVE ME-- FOR ACTING LIKE --SUCH A *CHILD!*

I-- JUST CAN'T--- *HELP* IT!

LOOK! IN THE *DOOR-WAY--!*

PETER!

IN HIS *HAND* -- WHAT'S HE *HOLDING?*

I-- *HAD* TO TELL YOU--- CAN'T KEEP IT A *SECRET* ANYMORE---

SPIDER-MAN IS *FINISHED!* HIS CAREER IS *ENDED* --FOREVER!

I'M-- THE ONLY ONE--- WHO COULD *KNOW* THAT! BECAUSE--- *I'M SPIDER-MAN!*

I'M SORRY... FOR ALL THE TROUBLE... I MAY HAVE CAUSED...

PETER! WHAT ARE YOU SAYING? WHAT'S HAPPENED TO YOU?

THE BOY IS ILL... FEVERISH! THERE'S SOMETHING WRONG WITH HIM!

I DIDN'T THINK... THAT THEY'D TAKE IT... LIKE THIS! GWEN IS... ON THE VERGE OF HYSTERIA!

EASY, GWEN! EASY, MY DEAR!

WHAT HAVE I DONE... TO THE GIRL I LOVE?

I'VE... GOT TO GO NOW...

I MUST HAVE BEEN MAD! WHY DID I DO IT? WHAT DID I PROVE?

WHY IS MY HEAD SPINNING THIS WAY? WHY CAN'T I THINK? AM I... LOSING MY MIND?

DAD! TELL ME I DIDN'T SEE IT... TELL ME I DIDN'T HEAR IT! TELL ME IT WAS ALL A HORRIBLE DREAM! IT COULDN'T HAVE BEEN PETER! NOT -- MY PETER!

HE WASN'T WELL, GWEN! PERHAPS... HE DIDN'T KNOW WHAT HE WAS SAYING!

HE'S GONE!

WE SHOULD HAVE TRIED TO STOP HIM!

Y'KNOW, I SEEM TO REMEMBER HEARING SOMETHING LIKE THIS THAT HAPPENED ONCE BEFORE...

IT HAD TO DO WITH THE TIME SPIDER-MAN BATTLED AGAINST DR. OCTOPUS!

ACCORDING TO THE STORY I HEARD, DOC OCK CAUGHT HIM, AND STARTED TO UNMASK HIS ENEMY--!

"...AND WHEN THE MASK WAS TORN AWAY... THE FACE BENEATH WAS... *PETER PARKER'S!*"*

PARKER! B-BUT HOW?

*IT HAPPENED IN ISH #12! IF YOU DON'T BELIEVE US, ASK AUNT MAY! --- STAN

"BUT OCK SOON REALIZED PETE WAS JUST A NERVY *IMPOSTOR*, AND..."

GET THAT BRAT *OUT* OF HERE!

I WANT THE *REAL* SPIDER-MAN!

THOK!

"PETE GOT A GOOD *BAWLING OUT* FOR IMPERSONATING THE WEB-SLINGER IN ORDER TO GET SOME GOOD *NEWS PIX* OF DOC OCK, AND THAT WAS THE END OF IT!"

FOOL KID! DON'T EVER TRY ANYTHING LIKE THAT *AGAIN*, HEAR?

BUT *NOW*, WHAT THE HECK WOULD MAKE HIM TRY IT A *SECOND* TIME?

WHAT IF-- IT *WASN'T* AN ACT THAT FIRST TIME? WHAT IF... HE REALLY *IS* SPIDER-MAN?

BUT WHY HIS SUDDEN *CONFESSION?*

WOW, GWENDY... YOU SURE CAN *PICK* 'EM!

HE'S EITHER A MASKED *MENACE*-- OR A *PSYCHO* CASE! TAKE YOUR PICK!

SHUT UP! NO MATTER *WHAT* HE IS-- *WHAT* HE'S DONE-- DON'T YOU *DARE* TALK ABOUT HIM LIKE THAT!

OKAY, TIGRESS! HE'S ALL *YOURS!*

MEANWHILE -- A FEW BLOCKS AWAY---

IT'S **NO USE!** I CAN'T KEEP **STAGGER-ING** AROUND THIS WAY!

I-- I'VE GOT TO FIND OUT--- WHAT'S **WRONG** WITH ME! I'VE-- GOT TO **KNOW!**

IT MAY BE--- SOMETHING EVEN MORE **SERIOUS**--- THAN JUST LOSING MY **SPIDER POWERS!**

MAYBE-- THE **RADIO-ACTIVITY** IN MY BLOOD-- HAS FATALLY **AFFECTED** ME!

MAYBE I'M --ACTUALLY-- **DYING!**

CAN'T-- PUT IT OFF-- ANY LONGER! HAVE TO GET **MEDICAL HELP!**

I MIGHT AS WELL GO AS-- **SPIDER-MAN!** IT JUST DOESN'T **MATTER** ANYMORE!

12

IF I WEAR MY COSTUME --- THERE'S A BETTER CHANCE THAT THEY'LL **BELIEVE** ME-- WHEN I TELL OF MY **SYMPTOMS!**

NO **ORDINARY** MAN WOULD HAVE--- **RADIOACTIVE BLOOD!**

QUIET SPITAL ZONE

I'LL HEAD FOR THE NEAREST **CLINIC**---

SPIDER-MAN!! THIS IS A **HOSPITAL!** YOU **CAN'T** CAUSE ANY TROUBLE **HERE!** YOU-- YOU **MUSTN'T!**

DO I **LOOK**-- LIKE A GUY-- WHO'S OUT TO CAUSE **TROUBLE?**

NO! YOU LOOK **ILL**-- YOU-- **DOCTOR! DOCTOR PHILLIPS!** I THINK YOU'RE **NEEDED** HERE!

THAT MAN SHOULDN'T BE ROAMING THE **HALL** IN HIS CONDITION! HE MAY HAVE SOMETHING **CONTAGIOUS!**

ADMISSION

DON'T JUST **STAND** THERE, WOMAN! ASSIGN HIM TO AN EMPTY **BED!**

13.

SEND FOR A STRETCHER! I DON'T INTEND TO CARRY HIM THERE!
BUT.. LOOK AT HIS COSTUME! LOOK WHO HE IS!
ADMISS
I DON'T CARE WHO HE IS! HIS ILLNESS IS ALL THAT MATTERS!
AN UNDER-STAFFED HOSPITAL, FILLED WITH THE SICK AND THE ANGUISHED..
AND I'M SUPPOSED TO WORRY ABOUT HOW SOMEONE IS DRESSED!
JUST RELAX, SON. YOU'LL BE ALL RIGHT!
HE'S NOT UNMASKING ME! NOT CHECK-ING MY BLOOD!
DOC--- I HAVE TO TALK TO YOU! THERE'S SOMETHING YOU SHOULD KNOW---
MY INSTRUMENTS TELL ME ALL I HAVE TO KNOW! JUST REST THERE.. I'LL BE BACK!
I HAVE OTHER PATIENTS I MUSTN'T NEGLECT!
MEN LIKE THAT.. DRIVING THEMSELVES.. WORKING 'ROUND THE CLOCK, TO HEAL PEOPLE.. THEY'RE THE REAL SUPERHEROES OF THIS WORLD!
THAT'S WHERE -- IT'S REALLY AT!
WITH THAT FINAL THOUGHT, SPIDEY DOZES OFF, UNTIL, AT LAST...
I DIDN'T WANT TO WAKE YOU, BUT THOUGHT YOU'D LIKE TO KNOW.. YOU'VE HAD THE WORST CASE OF FLU I'VE SEEN IN YEARS!
THE... FLU?!!
WELL, IT WASN'T AN INGROWN TOENAIL!
MINUTES LATER---
I'VE NEVER SEEN ANYONE RECOVER SO FAST!
YOU MUST HAVE THE CONSTITUTION OF A HORSE!
YOU DON'T KNOW THE HALF OF IT, DOC!
IT'S IMPOSSIBLE! YOU CAN'T BE ON YOUR FEET AGAIN SO QUICKLY!
YES, I CAN.. NOW THAT I KNOW WHAT WAS WRONG WITH ME!
I'LL NEVER FORGET YOU FOR THIS!
FORGET ME! FORGET ME! I'M TOO BUSY FOR NEW FRIENDS!
I'M OKAY! I'M OKAY! THERE'S NOTHING TO WORRY ABOUT!
IF YOU SLIP OFF THAT WALL, FORGET IT!
A BONE MAN I'M NOT!

NO *WONDER* I FELT SO WEAK-- SO *GROGGY!* THE FLU AFFECTS *EVERYBODY* THAT WAY!

I *STILL* FEEL KIND OF *WOOZY*-- BUT NOW THAT I KNOW WHAT IT *IS*-- WHO CARES?

AS LONG AS I'M NOT LOSING MY SPIDER POWERS, I ---

MY SPIDER POWERS! OH NO!

I JUST *REMEMBERED*-- I-- I GAVE MYSELF *AWAY*-- TO *EVERY-ONE!*

THE FEVER MUST HAVE MADE ME *DELIRIOUS!* I DIDN'T REALIZE WHAT I WAS *DOING!*

BUT, IT'S DONE! IT'S *DONE!* AND THERE'S NOTHING I CAN *DO* ABOUT IT NOW!

WITH A HEAVY HEART, THE TORMENTED YOUTH PONDERS HIS PLIGHT AS THE MINUTES TURN TO HOURS, AND THE FADING GLOOM OF NIGHT GIVES WAY TO THE SLOWLY GATHERING DAWN...

MY STRENGTH HAS ALMOST ALL *RETURNED* TO ME--- BUT WHAT *GOOD* IS IT--- AFTER WHAT I'VE *DONE?*

BUT THEN, SUDDENLY---

OF COURSE! IT'S THE ONLY ANSWER!

IT'S A LONG SHOT... BUT AT LEAST IT'S A CHANCE!

FIRST, I'VE GOT TO GET MY CIVVIES...

EVERYTHING DEPENDS ON SOMEONE ELSE WEARING MY SPIDEY SUIT... AT THE RIGHT TIME!

AS FOR ME, I'LL NEED SOME SORT OF MASK..

--- AND COVERING MY FACE WITH THIS LOOSE WEBBING OUGHT TO DO JUST FINE!

NOW, THE WHOLE THING IS UP TO HIM!

HE'S THE ONLY ONE I KNOW WHO MIGHT CARRY IT OFF...

AND, BEST OF ALL, HE OWES ME A FAVOR!

WITH THE KIND OF WORK HE DOES, IT SHOULDN'T BE HARD TO FIND HIM!

LUCKY THE *WEATHER'S* GOOD! HE'S SURE TO BE *WORKING* TODAY!

I WAS *RIGHT!* THERE HE IS *NOW!*

HEY! WHAT *GIVES,* MAN?

IT'S *ME,* HOBIE--- *SPIDER-MAN!* I'VE BEEN *LOOKING* FOR YOU!

EVEN WITHOUT YOUR *COSTUME,* I'D *KNOW* IT'S YOU!

AIN'T *MANY* CATS SWING AROUND TOWN THAT WAY!

BUT WHAT DO YOU WANT WITH *ME?*

I BEEN PLAYIN' IT *COOL!* NO ONE'S SEEN THE *PROWLER* --- AND YOU *KNOW* IT!

I'M NOT AFTER THE *PROWLER,* HOBIE! I NEED A *FAVOR!*

YEAH? KEEP *TALKIN',* MAN!

ALL I WANT YOU TO DO IS WEAR MY *SPIDEY SUIT* TONIGHT--- AND SHOW UP AT A CERTAIN PLACE-- AT A CERTAIN *TIME!*

I NEVER FIGGERED *YOU* TO *FRAME* A GUY!

IT'S *NOT* A FRAME! *TRUST* ME!

OKAY, I'LL *DO* IT! I GUESS I *OWE* YA THAT MUCH!*

AND *NO* QUESTIONS ASKED?

NO QUESTIONS ASKED!

*HE OWES IT FROM *SPIDEY* #79, GIVE OR TAKE A FEW ISSUES! --- STAN.

THEN, AFTER SPIDEY HAS GIVEN THE EXACT TIME AND PLACE---

REMEMBER, LEAVE MY *COSTUME* ON THE ROOF WHEN IT'S OVER!

IT'LL BE *THERE!*

HE COULD HAVE TURNED ME *IN* THAT TIME WHEN HE CAUGHT THE *PROWLER!*

BUT HE *DIDN'T!* HE GAVE ME THE CHANCE I *NEEDED!*

I AIN'T ABOUT TO FAIL 'IM *NOW!*

(JUST TO SHOW WE STILL REMEMBER WHAT HE LOOKED LIKE!)

LATER THAT NIGHT, A NERVOUS *PETER PARKER* SLOWLY HEADS FOR THE STACY HOME---

WELL, THE NEXT FEW MINUTES WILL TELL THE STORY!

PARKER! WE WERE *HOPING* YOU'D COME BY!

I HAVE TO *SEE* YOU, CAPTAIN STACY!

I OWE YOU--- AND *GWEN*--- AN EXPLANATION!

THAT'S THE *UNDER-STATEMENT* OF THE YEAR!

PETER! YOU'RE *BACK!*

THIS IS WHY I WANTED TO *RETURN,* HARRY!

VISITING THE *STACYS* IS LIKE FOLLOWING A *MOVIE SERIAL!*

LISTEN -- WHEN I WAS *HERE* LAST NIGHT-- I MADE A *FOOL* OF MYSELF--

I WAS *FEVERISH*-- HAD THE *FLU*-- DIDN'T KNOW WHAT I WAS *SAYING!*

BUT, THE *COSTUME!* YOU WERE CARRYING SPIDER-MAN'S *COSTUME!*

HE *ASKED* ME TO! I HAD *MET* HIM AND---

I *WANT* TO BELIEVE YOU! *I DO!* I *DO!*

NO MATTER WHAT *ANY-ONE* SAYS---

GWEN---

AT THAT VERY MOMENT, JUST AS THINGS ARE ABOUT TO GET FAR TOO *MUSHY*---

AT THE *WINDOW!* IT'S--- *SPIDER-MAN!* -- THE *REAL* ONE!

YOU JUST *KNOW* IT, MISTER!

NO NEED FOR ANYONE TO GET *UPTIGHT!*

I JUST WANTED TO THANK PARKER FOR BRINGING ME MY *COSTUME!*

OKAY! OKAY! YOU PROMISED YOU'D NEVER *BARGE IN* ON ME LIKE THIS AGAIN!

JUST MAKE SURE I GET MY CUT OF THE *DOUGH* YOU RAKE IN TAKING MY *PICTURES*, LITTLE MAN!

THEN YOU AND PETER *DO* HAVE A DEAL! IT INVOLVES THE *PHOTOS* HE TAKES OF YOU!

SURE! HE'S THE BEST *PUBLICITY MAN* A WEB-SLINGER EVER *HAD!*

WELL, IT'S BEEN A LOTTA *LAUGHS*, BUT I GOT *THINGS* TO DO---

SO HERE'S WHERE SPIDEY *SPLITS!*

GWEN MUST BE IN SEVENTH *HEAVEN!* THIS SURELY CLEARS *PETER!*

AND I MUST ADMIT--- I'M PRETTY RELIEVED *MYSELF!*

WELL, I DUNNO WHAT THAT WAS ALL *ABOUT*-- BUT IF SPIDEY *WANTED* IT, THAT'S GOOD ENOUGH FOR *ME!*

NOW I'LL LEAVE HIS *THREADS* UP HERE, LIKE HE *ASKED* ME TO!

YOU'VE HAD A PRETTY *BUSY* TIME OF IT, SON!

AND, AFTER A BAD BOUT WITH THE *FLU*, I'D SUGGEST YOU GET *HOME* AGAIN AND GET SOME *REST!*

OH, PETER.. *PETER!* HAVING YOU *BACK* AGAIN IS THE GREATEST BIRTHDAY PRESENT I COULD EVER *GET!*

GWENDY, HONEY... I DON'T KNOW HOW I EVER *RATED* A GIRL LIKE *YOU!*

NO MATTER *HOW* BIG A LOSER I AM, I MUST HAVE DONE *SOMETHING* RIGHT!

I HATE TO *STOP* YOU AT A TIME LIKE *THIS*, MAN O'MINE, BUT YOU'RE STILL *WARM!*

YOU'D BETTER GET RIGHT *HOME* AND INTO BED!

IT *WORKED!* SHE'S STILL MY *GIRL!*

WAIT-- I'LL GIVE YOU A *LIFT*, PETE!

THAT'S OKAY, HARR! I'D RATHER *WALK*... AND CLEAR MY HEAD!

THE WAY *CAPT. STACY* IS LOOKING AT ME... DOES *HE* SUSPECT?

AWW, WHAT'S *WRONG* WITH ME? THINGS FINALLY WORKED OUT *OKAY* FOR A CHANGE! WHY CAN'T I *ACCEPT* IT?

KEEP *COOL*, LOVER! THE ONLY TIME I WANT YOU *DELIRIOUS*, IS WHEN *I'M* AROUND!

WHEN I *THINK*... HOW CLOSE I CAME TO *LOSING* GWENDY...

WELL, FOR *ONCE* I'M NOT *LOW MAN* ON THE TOTEM POLE OF LIFE!

SO WHY DO I *STILL* FEEL AS THOUGH... I'M WALKING ON *EGGS?*

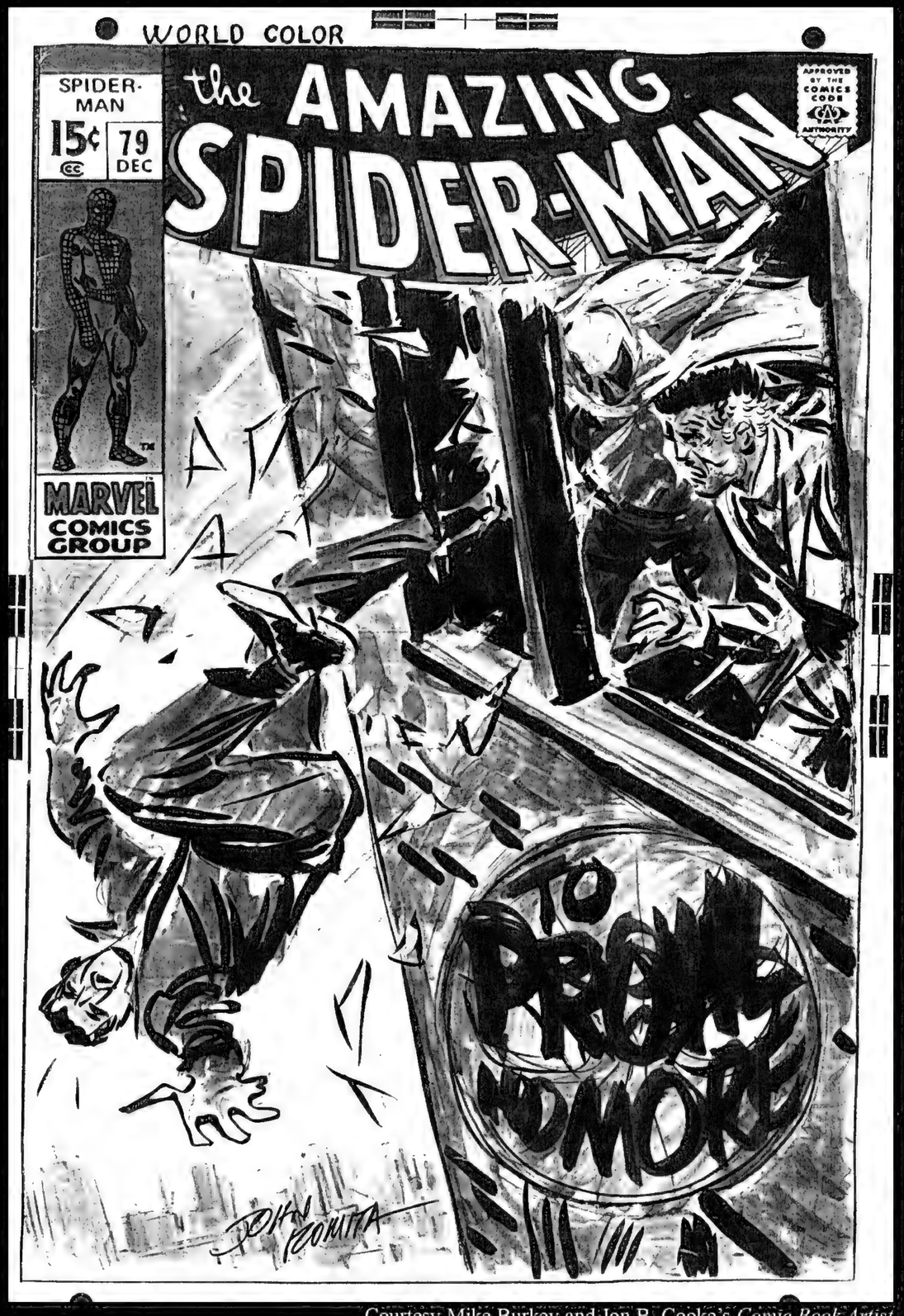
NEXT

WOULDJA BELIEVE

DOC OCK?

Cover to 1969's all-reprint *The Amazing Spider-Man Annual* #6

SPECIAL BONUS:
The Amazing Spider-Man #79 cover rough
by John Romita



Courtesy Mike Burkey and Jon B. Cooke's *Comic Book Artist*

The Amazing Spider-Man #70, unused pencils
by John Romita

The Amazing Spider-Man #74, unused pencils
by John Romita

The Amazing Spider-Man #74, unused pencils
by John Romita

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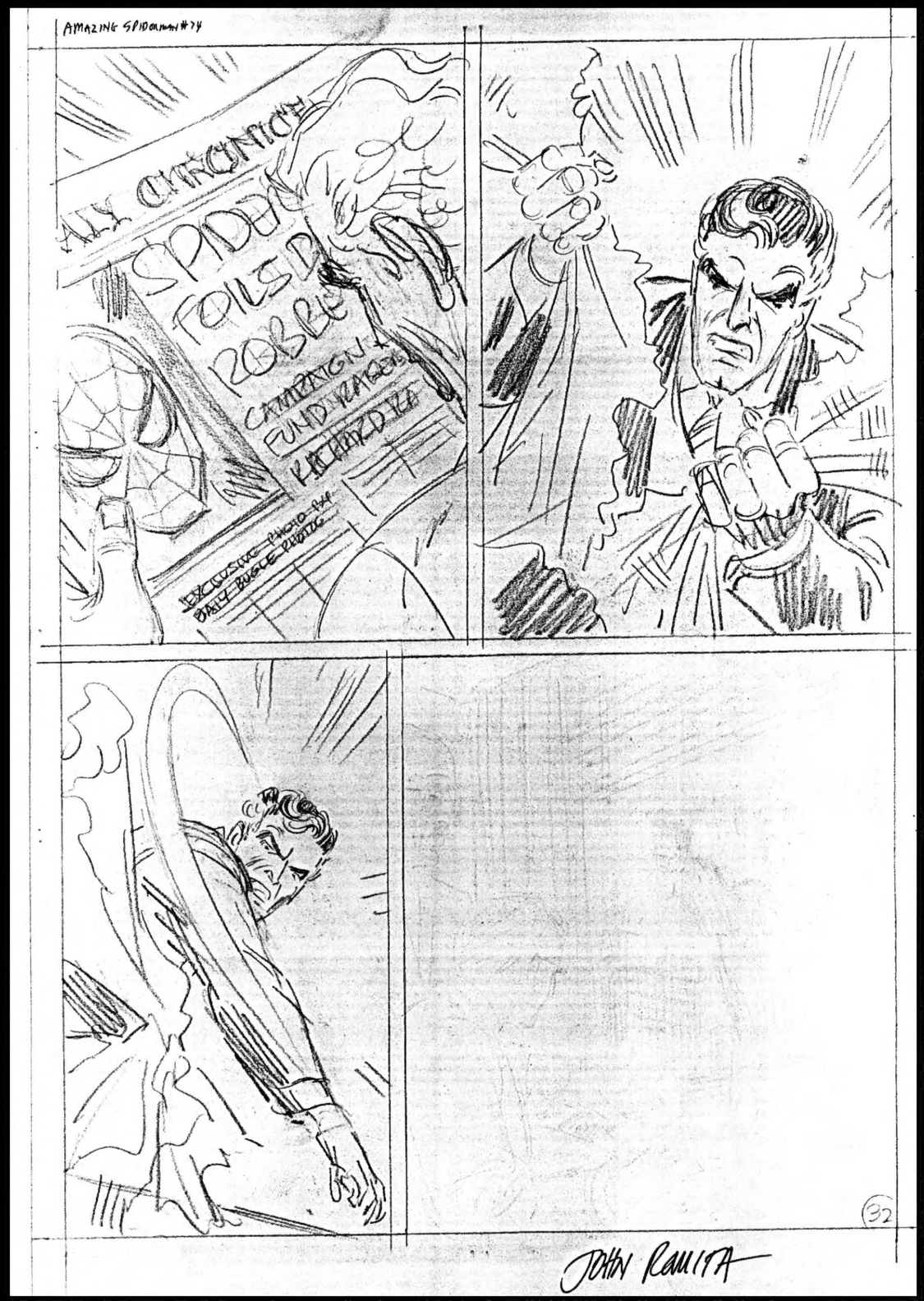

The Amazing Spider-Man #82, page 3 original art
by John Romita & Jim Mooney

AMAZING SPIDER-MAN
WOW, I'M FLATTER THAN JOLLY JONAH'S TOP KNOT!
THERE'S JUST NO WAY FOR PENNILESS PARKER TO RAISE THE CASH HE NEEDS FOR FLASH'S GOING-AWAY PARTY.
BUT, IT'S JUST POSSIBLE THAT MY WALL-CRAWLING ALTER EGO MAY HAVE A BETTER CHANCE.
ANYWAY, THERE'S NO HARM IN TRYING.
BUT, A HALF-HOUR LATER---
MY LUCK'S RUNNING TRUE TO FORM ---ALL BAD.
I HAVEN'T SPOTTED A SINGLE CRIME TO PHOTOGRAPH.
WHENEVER I NEED A BAD GUY... THE WHOLE WORLD'S SIMON PURE.
OH NO! WHO NEEDED THAT CHIMNEY TO SUDDENLY START BELCHING?
NOW I'M NOT ONLY THE POOREST WEB-HEAD AROUND... BUT THE DIRTIEST.
A TYPICAL FUN HOUR IN FUN CITY... AND ALL I'VE GOT TO SHOW FOR IT IS A GRIMY COSTUME.
IF ONLY I HAD TAKEN SOME PICTURES OF THE KANGAROO WHILE WE WERE FIGHTING...*
*LAST ISH, ALSO. SEE WHAT YOU MISSED? ... STAN.
BUT LITTLE MARY SUNSHINE OVER THERE ISN'T PAYING OFF FOR IFS, ANDS OR BUTS.
...SO JUST KEEP SWINGIN' ALONG, SPIDEY.
3.
CONTINUED AFTER NEXT PAGE

The Amazing Spider-Man #85, page 1 original art
by John Romita, John Buscema & Jim Mooney

AMAZING SPIDER-MAN 85 JUNE FEB SCHEDULE
1
LAST ISSUE, WE SAW THE MYSTERIOUS SCHEMER FACE-TO-FACE WITH THE KINGPIN-- AND WITH THE KINGPIN'S WIFE...
YOU!
WHY DO YOU LOOK AT ME LIKE THAT?
THEN, SPIDER-MAN BROKE IN... AND THE ACTION REALLY BEGAN...
I'VE GOT YOU... AT LAST!
BUT, SUDDENLY REALIZING THAT THE SCHEMER HAD ESCAPED... AND THAT HIS OWN WIFE WAS GONE ..THE KINGPIN WENT MAD...
THERE'S NO PLACE ON EARTH WHERE I CAN'T FIND THEM!
HE'S GONE! I'M NO BETTER OFF THAN I WAS BE-FORE!
AND NOW...
THE SECRET OF THE SCHEMER!
IT'S SPIDER-MAN'S FAULT! MY HATRED FOR HIM MADE ME FORGET THE SCHEMER!
BUT IF HE HARMS ONE HAIR OF VANESSA'S HEAD...
WAIT! THERE IS NO NEED FOR RAGE!
YOUR WIFE IS SAFE, MY DEAR!
SCRIPT BY STAN LEE
ART BY J. ROMITA, J. BUSCEMA and MADMAN MOONEY
LETTERING: SAM ROSEN
171-2

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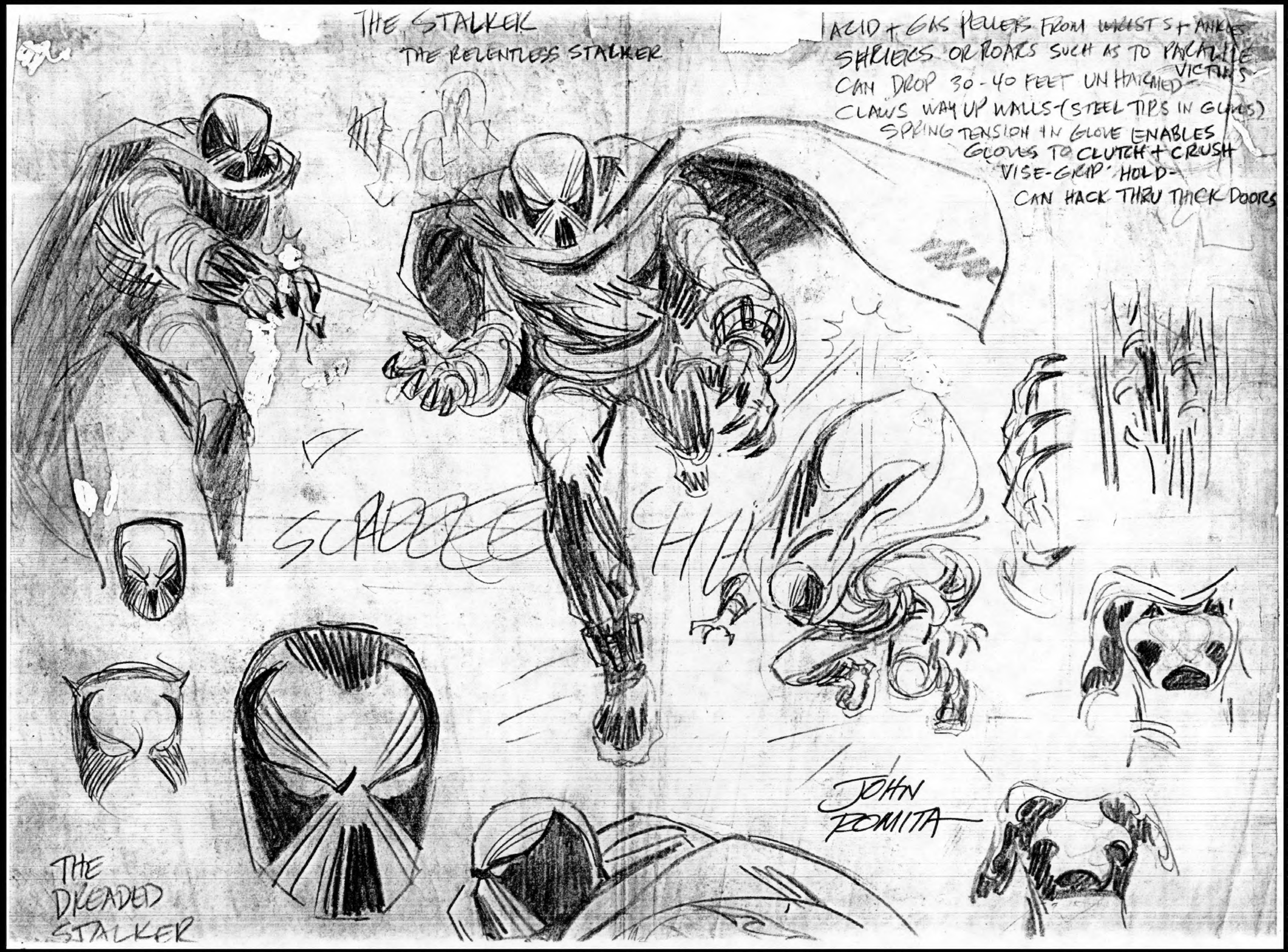
THE STALKER
THE RELENTLESS STALKER
ACID + GAS PELLETS FROM WRISTS + ANKLES
SHRIEKS OR ROARS SUCH AS TO PARALYZE VICTIMS
CAN DROP 30-40 FEET UNHARMED
CLAWS WAY UP WALLS (STEEL TIPS IN GLOVES)
SPRING TENSION IN GLOVE ENABLES GLOVES TO CLUTCH + CRUSH 'VISE-GRIP' HOLD
CAN HACK THRU THICK DOORS
SCARE
CHU
JOHN ROMITA
THE DREADED STALKER

The Prowler character design
by John Romita

SPIDER-MAN
15¢ 78 NOV
the AMAZING SPIDER-MAN
THE NIGHT OF THE PROWLER!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 79 DEC
the AMAZING SPIDER-MAN
TO PROWL NO MORE!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 80 JAN
the AMAZING SPIDER-MAN
ON THE TRAIL OF... THE CHAMELEON!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 81 FEB
the AMAZING SPIDER-MAN
THE COMING OF THE KANGAROO!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 82 MAR
the AMAZING SPIDER-MAN
AND THEN CAME ELECTRO!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 83 APR
the AMAZING SPIDER-MAN
SPIDEY TANGLES WITH A STRANGE NEW SUPER-VILLAIN... AND A DEADLY OLD-TIME ENEMY!
THE COMING OF... THE SCHEMER!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 84 MAY
the AMAZING SPIDER-MAN
THE KINGPIN STRIKES BACK!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 85 JUNE
the AMAZING SPIDER-MAN
REVEALED AT LAST... THE SCHEMER'S SECRET!
NOTHING CAN SAVE YOU NOW!
WHAT IS THE SCHEMER'S SECRET?
POSSIBLY THE GREATEST COMIC MAGAZINE SURPRISE OF THE YEAR!
MARVEL COMICS GROUP

SPIDER-MAN
15¢ 86 JULY
the AMAZING SPIDER-MAN
HOW CAN I FIGHT HER?
SHE'S A FEMALE COPY OF MYSELF!
DREAMS OF SPIDEY'S STRANGEST BATTLE!
BEWARE THE BLACK WIDOW!
MARVEL COMICS GROUP